

NO60000012173

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300081899923

11/22/06--01007--001 **78.75

FILED

2006 NOV 22 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Hampton NOV 28 2006

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Richard and Marianne Stohlman Family Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Anne J. O'Brien, Esq. c/o Arnold & Porter LLP
Name (Printed or typed)

555 Twelfth Street, NW
Address

Washington, DC 20004-1206
City, State & Zip

202-942-5256
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
RICHARD AND MARIANNE STOHLMAN FAMILY FOUNDATION, INC.**

I, the undersigned natural person of the age of eighteen years or more, acting as incorporator of the above-named corporation, hereby adopt the following Articles of Incorporation of such corporation pursuant to the Florida Not For Profit Corporation Act.

**ARTICLE I
Name**

The name of the corporation is the Richard and Marianne Stohlman Family Foundation, Inc. (the "Corporation").

**ARTICLE II
Duration**

The period of the Corporation's duration is perpetual.

**ARTICLE III
Purposes**

The purposes for which the Corporation is organized are as follows:

- A. To support medical research and treatment for the prevention and cure of cancer.
- B. To operate exclusively for charitable, educational and scientific purposes by making distributions to organizations that qualify as tax-exempt public charities under sections 501(c)(3) and 509(a) of the Internal Revenue Code of 1986, as amended (the "Code").
- C. To do any and all acts and things and exercise any powers enumerated in Section 617.0302 of the Florida Not For Profit Corporation Act that may be necessary or convenient in order to accomplish the above-described purposes, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated, or any other thing of value.

**ARTICLE IV
Stock**

The Corporation shall not have members, and shall not issue any capital stock.

FILED
2006 NOV 22 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V

Bylaws

Except as provided in these Articles of Incorporation, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

ARTICLE VI

Taxation

At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution or winding up of the Corporation (voluntary or involuntary or by operation of law), or any other provisions hereof:

A. The Corporation shall not possess or exercise any power or authority, whether expressly, by interpretation or by operation of law, that would pose a substantial risk of preventing it at any time from qualifying and continuing to qualify as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), contributions to which are deductible for federal income tax purposes, nor shall the Corporation engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under section 501(c)(3) of the Code.

B. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States, the State of Florida or any other jurisdiction where any of its activities are carried on.

C. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, educational or scientific within the meaning of section 501(c)(3) of the Code.

D. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

E. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

F. No solicitation of contributions to the Corporation shall be made, and no gift, bequest or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal income tax exemption.

G. Pursuant to the prohibition contained in section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Corporation shall ever inure to the benefit of any private shareholder or individual.

H. Notwithstanding any other provision of these Articles of Incorporation, if at any time or times the Corporation is a private foundation within the meaning of section 509 of the Code, then during such time or times:

1. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;
2. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under section 4942 of the Code;
3. The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;
4. The Corporation shall not make any investments in such a manner as to subject the Corporation to tax under section 4944 of the Code; and
5. The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE VII

Termination or Dissolution

Upon the termination, dissolution or winding up of the Corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Corporation shall be distributed to, and only to, one or more organizations described in section 501(c)(3) of the Code.

ARTICLE VIII

Limited Liability

The private property of the officers and directors of the Corporation shall not be subject to payment of debts of the Corporation to any extent whatever.

ARTICLE IX

Indemnification

To the fullest extent permitted by the Florida Not For Profit Corporation Act, as now in effect or as hereafter amended, the Corporation shall indemnify any director or officer or former director or officer of the Corporation against expenses actually and

necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such a director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any bylaw, agreement, vote of the Board of Directors or otherwise. No payment shall be made under this Article if such payment would pose a substantial risk of preventing the Corporation from qualifying and continuing to qualify as a corporation described in section 501(c)(3) of the Code or would result in any liability for tax under chapter 42 of the Code.

ARTICLE X

Definitions

All references contained in these Articles of Incorporation to the Internal Revenue Code of 1986, or to the "Code," shall be deemed to refer to the Internal Revenue Code of 1986 and to the Regulations established pursuant thereto as they now exist or as they may hereafter be amended. Any reference contained in these Articles of Incorporation to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they now exist or as they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.

ARTICLE XI

Principal Office

The address of the principal office of the Corporation within the State of Florida is:

4151 Gulf Shore Boulevard North
Apartment 1402
Naples, Florida 34102

ARTICLE XII

Registered Agent

The name and address of the resident agent of the Corporation within the State of Florida are:

MARIANNE D. STOHLMAN
4151 Gulf Shore Boulevard North
Apartment 1402
Naples, Florida 34102

ARTICLE XIII
Board of Directors

A. Except for the initial Board of Directors, whose names are set forth in these Articles of Incorporation, the Board of Directors shall be chosen in the manner provided in the Bylaws.

B. The number of directors constituting the initial Board of Directors of the Corporation is five (5). The name and address of each of the individuals who are to constitute the initial Board of Directors are:

<u>Name:</u>	<u>Address:</u>
MARIANNE D. STOHLMAN	4151 Gulf Shore Boulevard North Apartment 1402 Naples, Florida 34102
RICHARD H. STOHLMAN, JR.	456 Marlborough Road Brooklyn, New York 11226
BARBARA A. STOHLMAN	6000 Conway Road Bethesda, Maryland 20817
MARGARET S. WIEGAND	4104 Dresden Street Kensington, Maryland 20895
CATHERINE S. RUSNAK	5317 Albemarle Road Bethesda, Maryland 20816

ARTICLE XIV
Incorporators

The name and address of the incorporator are:

MARIANNE D. STOHLMAN
4151 Gulf Shore Boulevard North
Apartment 1402
Naples, Florida 34102

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment of registered agent and agree to act in this capacity.

Date: 11/20/06

Marianne D Stohlgan
MARIANNE D. STOHLMAN
Registered Agent

Date: 11/20/06

Marianne D Stohlgan
MARIANNE D. STOHLMAN
Incorporator