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FLORIDA PROFIT/NON PROFIT CORPORATION

SUN CAPITAL PARTNERS FOUNDATION, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

Sun Capital Partners Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Kevin J. Calhoun, Sun Capital Partners, Inc.
5200 Town Center Circle, Suite 600, Boca Raton, FL 33486

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

See attached.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

See attached.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Marc J. Leder - Director/President
Rodger R. Krouse - Director/Secretary
Kevin J. Calhoun - Director/Treasurer

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Kevin J. Calhoun, Sun Capital Partners, Inc.
5200 Town Center Circle, Suite 600, Boca Raton, FL 33486

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

David A. Handler, P.C., Kirkland & Ellis LLP
200 E. Randolph Drive, Chicago, IL 60601

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 as registered agent and agree to act in this capacity.

Signature/Registered Agent

Date

Signature/Incorporator

Date

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ATTACHMENT TO ARTICLES OF INCORPORATION
SUN CAPITAL PARTNERS FOUNDATION, INC.

Article III:

To operate exclusively for such charitable, religious, literary, educational and scientific purposes, including, for such purposes, the making of distributions to organizations described in Sections 170(b)(1)(A) and 170(c) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent federal tax law (the "Code"), as will qualify the Corporation as an exempt organization under Section 501(c)(3) of the Code.

- (a) The Corporation shall have and exercise all rights and powers conferred on corporations under the laws of the State of Florida, provided, however, that the Corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as stated above, or which is not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or (iii) by a not for profit corporation under Title XXXVI, Chapter 617 of the Florida statutes.
- (b) No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any director, trustee or officer of the Corporation or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth herein.
- (c) Upon dissolution or final liquidation of the Corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the Corporation and the disposition of all of the assets as follows:
 - (1) All liabilities and obligations of the Corporation, shall be paid, satisfied, and discharged or adequate provision shall be made therefor;
 - (2) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
 - (3) All other assets not disposed of above shall be transferred or conveyed to one or more (i) governmental units described in Section 170(c)(1) of the Code, or (ii) organizations qualified as exempt under Section 501(c)(3) of the Code as the Board of Directors of the Corporation shall determine, to be used by such organizations exclusively for one or more purposes set forth above. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the registered office of the Corporation is then located exclusively for purposes listed above or to

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such organizations, as said Court shall determine, that are organized and operated exclusively for such same or similar purposes.

- (d) The Corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt to influence legislation.
- (e) The Corporation shall not 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) The Corporation shall not engage in any act of self-dealing as defined in Section 4941 subdivision (d) of the Code.
- (g) The Corporation shall not retain any excess business holdings as defined in Section 4943 subdivision (c) of the Code.
- (h) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (i) The Corporation shall not make any taxable expenditures as defined in Section 4945 subdivision (d) of the Code.
- (j) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- (k) The Corporation shall not engage in any excess benefit transaction as defined in Section 4958 of the Code.

Article IV:

Directors shall be elected at each annual meeting of the Board of Directors. One Director shall be known as the "Leder Director". Marc J. Leder ("Marc") shall serve as the initial Leder Director. At any regular meeting of the Board of Directors during which Directors are elected, or upon any vacancy, Marc shall have the sole vote to elect the Leder Director and elect a successor to serve as the Leder Director in the event of the resignation, death or incapacity of the Leder Director. In the event that no person is serving as the Leder Director and Marc has not elected a person to serve as the Leder Director within 120 days of the occurrence of such vacancy, or in the event of Marc's death or incapacity, Rodger R. Krouse ("Rodger") shall elect the Leder Director. With respect to any vacancy in the position of the Leder Director that is not filled by Marc or Rodger, such vacancy shall be filled by a majority vote of the then serving Directors. Upon the death of the survivor of Marc and Rodger, there will no longer be a Leder Director, the person serving as the Leder Director may continue to serve out his term but will cease to be known as the Leder Director and his successor on the Board will be elected by a majority vote of the then serving Directors.

One Director shall be known as the "Krouse Director". Rodger shall serve as the initial Krouse Director. At any regular meeting of the Board of Directors during which Directors are elected, or upon any vacancy, Rodger shall have the sole vote to elect the Krouse Director and elect a successor to serve as the Krouse Director in the event of the resignation, death or incapacity of the Krouse Director. In the event that no person is serving as the Krouse Director and Rodger has not elected a person to serve as the Krouse Director within 120 days of the occurrence of such vacancy, or in the event of Rodger's death or incapacity, Marc shall elect the Krouse Director. With respect to any vacancy in the position of the Krouse Director that is not filled by Rodger or Marc, such vacancy shall be filled by a majority vote of the then serving Directors. Upon the death of the survivor of Rodger and Marc, there will no longer be a Krouse Director, the person serving as the Krouse Director may continue to serve out his term but will cease to be known as the Krouse Director and his successor on the Board will be elected by a majority vote of the then serving Directors.

Each Director shall serve until (a) his successor is elected and qualified, (b) until the expiration of his term, if a Director has been elected to serve for a specified term, or (c) until his earlier death, resignation or removal. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office.

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