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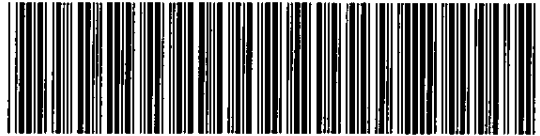
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TALLAHASSEE, FLORIDA

C.B. 1-29

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POST OFFICE BOX 2775
PALM BEACH, FL 33480-2775

PARALEGALS
MARY T. ADDONA
EMILIE PEARSON, CP

www.caldwellpacetti.com

January 25, 2008

VIA U.S. MAIL

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

Re: The Manning-Grady Charitable Foundation, Inc.

To Whom It May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation of The Manning-Grady Charitable Foundation, Inc. I have also enclosed a check in the amount of \$87.50 for filing fee, Certified Copy of the Articles of Incorporation and Certificate of Status.

Please mail the Certified Copy and Certificate at the above mentioned address to the attention of Mr. Manley P. Caldwell Jr., Esq.

If you should have any questions regarding the above or the attachments, please do not hesitate to contact me.

Sincerely,



Emilie Pearson, CP

Enclosures

foundation, the corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on distributed income imposed by Section 4942 of the Internal Revenue Code, and the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE IV. MEMBERSHIP AND MANNER OF ELECTION

The conditions of membership in the corporation, and the rights and obligations of its members, shall be as fixed by, or in the manner provided in the By-Laws of the corporation.

The members shall elect a Board of Directors in whom shall be vested the management of the affairs of the corporation. There shall be not more than seven (7) directors which shall constitute the whole Board. The manner of election of the directors, their tenure of office and their duties and powers shall, except as otherwise provided in these Articles of Incorporation, be prescribed in the By-Laws, which may also regulate the calling and holding of meetings of the Board.

ARTICLE V. INDEMNIFICATION AND LIABILITY

The corporation shall, to the fullest extent permitted by Chapter 617, Florida Statutes, as amended from time to time, indemnify all directors and officers of the corporation and in the discretion of the Board, shall provide indemnification to all other persons whom it may indemnify pursuant thereto. A director of the corporation shall under no circumstances have any personal liability to the corporation or its members for monetary damages for breach of fiduciary duty as a director except for those specific breaches and acts or omissions with respect to which Chapter 617, Florida Statutes, expressly provides that this provision shall not eliminate or limit such personal liability of directors and further provided that no indemnification or payment shall be made which would give rise to a tax under Subchapter A of Chapter 42 of the Internal Revenue Code.

ARTICLE VI. CAPITAL STOCK

The corporation shall have no capital stock.

ARTICLE VII. DISSOLUTION AND LIQUIDATION

In the event of the liquidation, dissolution, or winding up of the corporation, whether voluntary, involuntary, or by operation of law, the directors of the corporation shall have the power to dispose of the assets of the corporation after necessary expenses thereof in such manner as they may by a majority vote determine; provided, however, that such disposition shall be carried out for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a

court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes of to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII. AMENDMENT TO ARTICLES OF INCORPORATION

No amendment to these Articles of Incorporation shall be effective unless approved by a majority of all members.

ARTICLE IX. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Manley P. Caldwell Jr.
324 Royal Palm Way, Suite 300
Palm Beach, Florida 33480

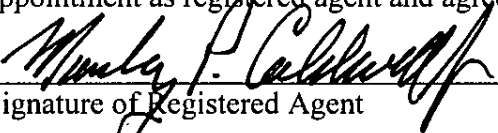
ARTICLE X. INCORPORATOR

The name and address of the Incorporator is:

James P. Manning
101 Worth Avenue
Palm Beach, Florida 33480

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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.

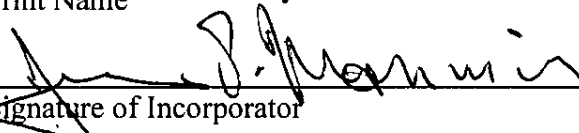


Signature of Registered Agent

Jan. 25, 2008
Date

Manley P. Caldwell, Jr.

Print Name



Signature of Incorporator

Jan 25 2008
Date

James P. Manning

Print Name