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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5-22-08  
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SIMSES & Associates, P.A.  
ATTORNEYS AT LAW

Peter A. Flanagan  
Direct Dial: (561) 655-8809  
PFlanagan@simseslaw.com

May 21, 2008

Via Federal Express

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: The Par 3 Foundation, Inc.

Dear Representative:

Enclosed please find the following:

1. The original and a copy of the Articles of Incorporation pertaining to the above-referenced Corporation; and
2. Check made payable to Department of State in the amount of \$87.50.

The effective date of this Corporation is May 21, 2008.

Please provide our certified copy of the Articles and Certificate of Status at your earliest opportunity.

Thank you for your assistance. If you have any questions, please do not hesitate to contact me.

Sincerely,



Peter A. Flanagan

PAF/  
Enclosures

**ARTICLES OF INCORPORATION**  
**(Not for Profit)**  
**(F.S. Ch. 617)**

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**ARTICLE I: NAME**

The name of the Corporation shall be "The Par 3 Foundation, Inc."

**ARTICLE II: OFFICE, INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent and registered office of the Corporation is: Robert G. Simses, Esq., Simses & Associates, P.A., 400 Royal Palm Way, #304, Palm Beach, Florida 33480. The principal mailing address of the Corporation shall be c/o Simses & Associates, P.A., 400 Royal Palm Way, #304, Palm Beach, Florida 33480.

**ARTICLE III: PURPOSE**

The purpose for which the Corporation is organized is as follows:

This Corporation is created and shall be operated exclusively for charitable, religious, scientific, literary or educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 and corresponding provisions of any subsequent federal tax laws (the "Code") and the federal income tax regulations thereunder (the "corresponding regulations"), that also constitute public charitable purposes under Florida law (the "Corporation's exempt purposes").

No part of the Corporation's assets shall inure to the benefit of or be distributable to any member of the Board of Directors or an Officer of the Corporation or any other private individual or entity, except in furtherance of the Corporation's exempt purposes, as payment of reasonable compensation for services rendered, or as payment or reimbursement of reasonable expenses necessary to carrying out the Corporation's exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a qualified charitable organization.

The Corporation is intended to qualify and continue to qualify as a qualified charitable organization. To this end, the Board of Directors is directed to do whatever is required for the Corporation to so qualify and to refrain from doing anything that would prevent the Corporation from so qualifying. Specifically, in extension and not in limitation of this direction, the Board of Directors is directed to amend these Articles of Incorporation as set forth in the Corporation's Bylaws to the extent necessary to achieve this objective.

#### **ARTICLE IV: PROHIBITED POWERS**

If and to the extent in any year the Corporation is classified as a private foundation under section 509 of the Code, any other provisions of hereof notwithstanding, the Corporation shall distribute its income and principal for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by section 4942 of the Code. The Corporation, its Board of Directors and Officers shall not engage in any act of self-dealing as defined in section 4941(d) of the Code; nor retain any excess business holdings as defined in section 4943(c) of the Code; nor make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code; nor make any taxable expenditures as defined in section 4945(d) of the Code.

#### **ARTICLE V: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

If the Corporation is at any time dissolved, then upon dissolution of the Corporation, all of the Corporation's assets remaining after payment or adequate provision for the lawful debts and obligations of the Corporation and the expenses of its dissolution shall be distributed for the Corporation's exempt purposes, including distributions to or for the use of one or more qualified charitable organizations selected by the Board of Directors, in such proportions and for such of the Corporation's exempt purposes as the Board of Directors shall determine in its sole discretion, subject to any valid restrictions imposed on contributions to the Corporation.

#### **ARTICLE VI: BOARD OF DIRECTORS; MANNER OF ELECTION OF DIRECTORS**

The Corporation's Board of Directors shall consist at all times of at least three (3) individuals. The manner in which the Directors of the Corporation are elected shall be set forth in the Bylaws of the Corporation.

#### **ARTICLE VII: INCORPORATOR**

The name and address of the Incorporator of the Corporation is Robert G. Simses, c/o Simses & Associates, P.A., 400 Royal Palm Way, Suite 304, Palm Beach, Florida 33480.

#### **ARTICLE VIII: BYLAWS**

Prior to appointment of the initial Board of Directors of the Corporation, the power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Incorporator, and thereafter, the power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Board of Directors.

**ARTICLE X: EFFECTIVE DATE**

The effective date of the Corporation shall be May 21, 2008.

.....  
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

5-21-08  
Date

  
Signature Incorporator

5-21-08  
Date