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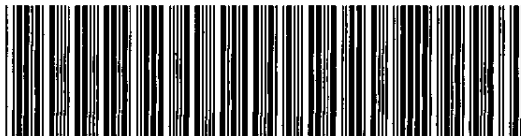
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**ARTICLES OF INCORPORATION**  
**FOR**  
**HELLINGER & PENABAD CHARITABLE FOUNDATION, INC.**

The undersigned, for the purpose of forming a Corporation in Compliance with Florida Statutes Chapter 617, hereby makes, acknowledges, and files the following Articles of Incorporation, which was adopted by the Board of Directors and does not contain any amendments requiring member approval:

**ARTICLE I**  
**NAME**

The name of the corporation is HELLINGER & PENABAD CHARITABLE FOUNDATION, INC. ("hereinafter referred to as the "Corporation").

**ARTICLE II**  
**PRINCIPAL OFFICE**

The mailing address and principal place of business is 235 Altara Avenue, Coral Gables, Florida 33146 or in any other city in the State of Florida designated by the Board of Directors from time to time.

**ARTICLE III**  
**PURPOSES AND POWERS**

The Corporation is organized and operated exclusively for charitable, scientific, literary and educational purposes and to foster the advancement of community, educational and faith based organizations and educational initiatives. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, as amended or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV**  
**DIRECTORS**

The Corporation shall have two (2) directors initially and the number of directors

may be increased or diminished from time to time as provided in the Bylaws but shall never be less than one.

The names of and addresses of the initial directors are:

Andrew B. Hellinger  
235 Altara Avenue  
Coral Gables, FL. 33146

Coralee G. Penabad  
235 Altara Avenue  
Coral Gables, FL. 33146

#### **ARTICLE V** **OFFICERS**

Following are the names of the officers of the Corporation

Andrew B. Hellinger 235 Altara Avenue Coral Gables, FL. 33146	President/Secretary
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Coralee G. Penabad 235 Altara Avenue Coral Gables, FL. 33146	Vice-President/Treasurer
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#### **ARTICLE VI** **REGISTERED AGENT**

The street address of the initial registered office of this corporation is 235 Altara Avenue, Coral Gables, Florida, 33146, and the name of the registered agent of this company at that address is Coralee G. Penabad, Esq.

#### **ARTICLE VII** **EFFECTS OF DISTRIBUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes with in the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Except as otherwise permitted by law, the Corporation shall not dissolve and shall not dispose of all or substantially all of its assets without the unanimous affirmative vote by its Board of Directors.

**ARTICLE VIII**  
**MEMEBRS**

The Corporation shall not have any members.

**ARTICLE IX**  
**RESTRICTIONS**

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V of these Articles of Incorporation.

B. No substantial part of the activities of the Corporation shall consist of carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not either participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Additionally, the Corporation shall not engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activity not permitted to be carried on:

(i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or

(ii) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

D. 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 undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

E. The Corporation shall not:

(i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code;

(ii) Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or

corresponding section of any future federal tax code;

(iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code; or

(iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.

#### **ARTICLE X** **BYLAWS**

The Board of Directors shall adopt bylaws consistent with these Articles of Incorporation. The bylaws may be amended, altered, added to, or repealed, or new bylaws may be adopted only by a majority of all votes cast at a meeting of the Board of Directors of the Corporation where a quorum is present.

#### **ARTICLE XI** **EFFECTIVE DATE**

The company's duration shall commence upon the filing of these Articles of Incorporation with the Department of State and shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this day of September, 2008.

By: \_\_\_\_\_

Andrew B. Hellinger

#### **CERTIFICATE OF DESIGNATION OF** **REGISTERED AGENT/REGISTERED OFFICE**

Having been named as registered agent and to accept service of process for the above stated Corporation in the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Coralee G. Penabad, Esq.  
235 Altam Avenue  
Coral Gables, Florida 33146

By: \_\_\_\_\_

Coralee G. Penabad, Esq.

\_\_\_\_\_  
Date