

**No 8000009253**

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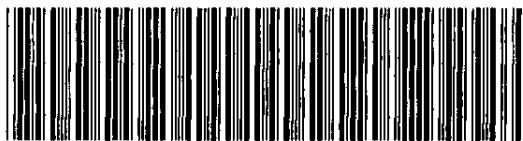
(Business Entity Name)

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2008 OCT -3 P 12:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10-6-08  
200

COVER LETTER

9/30/08

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

SUBJECT: TELA BAY FOUNDATION, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

two (2) copies

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: KIRSTEN MARTIN  
Name (Printed or typed)

2917 BANYAN BOULEVARD CIRCLE  
Address

BOCA RATON, FL 33431  
City, State & Zip

(561) 241-4461  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**

**OF**

**TELA BAY FOUNDATION, INC.**

**(A Not-For-Profit Corporation)**

**FILED**  
2008 OCT -3 P 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of the Corporation shall be the Tela Bay Foundation, Inc.

**ARTICLE II**

**Duration**

The Corporation shall have perpetual existence.

**ARTICLE III**

**Principal Office and Mailing Address**

The Initial principal office and mailing address of the Corporation shall be:

2917 Banyan Boulevard Circle, Boca Raton, FL 33431

**ARTICLE IV**

**Purposes**

1. This Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code.
2. No part of the earning of the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no

member or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulations.
4. Not with standings any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
5. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within 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 so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation 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.

#### ARTICLE V Restrictions

1. For any period in which the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, the Corporation shall also be subject to the following limitations:
  - (i) 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 Law.
  - (ii) The Corporation shall not engage in any self-dealing in Section 4941(d) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

- (iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- (iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- (v) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE VI

##### Capital Stock

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

#### ARTICLE VII

##### Members

The Corporation shall have no members and shall not issue stock.

#### ARTICLE VIII

##### Board of Directors

The powers of this Corporation shall be exercised and its affairs conducted by a Board of Directors composed of three (3) initial members and whose replacements shall thereafter be names by the remaining members of the Board of Directors as provided in the Bylaws. The number of Directors may be increased or decreased from time to time as the Board may determine, however the number of Directors shall not be less than three. The names and addresses of the initial Directors are set forth below:

Kirsten M. Martin

2917 Banyan Boulevard Circle, Boca Raton, FL 33431

Richard A. Ambrose

2917 Banyan Boulevard Circle, Boca Raton, FL 33431

Christopher M. Doane

2917 Banyan Boulevard Circle, Boca Raton, FL 33431

## ARTICLE IX

### Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provision of the Florida Not For Profit Corporation Act and the Florida Business Corporation Act (currently, Section 617.0831, 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers, directors and members, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this corporation upon authorization of the Board of Directors) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceeding and amounts paid in settlement of such proceeding, both as to action in their official capacity and as to action in any other capacity while an officer, director, member, employee or other agent. Expenses (including attorneys' fees) incurred by an officer, director or member in defending any civil, criminal, administrative or investigation action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer or member to repay such amount of it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holdings such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, member, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE X

Amendments

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE XI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 5355 Town Center Road, Suite 301, Boca Raton, Florida 33486, and the name of the initial registered agent of the corporation at that address is Howard A. Kwon. Pursuant to Florida Statutes, a written acceptance is attached.

ARTICLE XII

Incorporator

The name and address of the incorporator are as follows:

Name

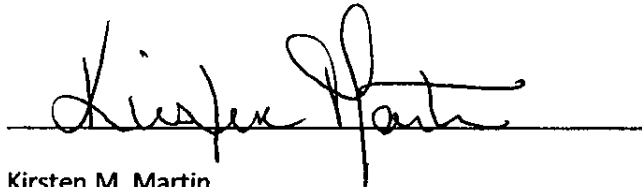
Address

Kirsten M. Martin

2917 Banyan Boulevard Circle

Boca Raton, FL 33431

IN WITNESS WHEREOF, for the purposes of forming this not for profit corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 25<sup>th</sup> day of September, 2008.

A handwritten signature in black ink, appearing to read "Kirsten Martin", is written over a horizontal line.


Kirsten M. Martin

Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Tela Bay Foundation, Inc., a Florida not for profit corporation (the "Corporation"), in the foregoing Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

REGISTERED AGENT:

  
Howard A. Kwon

Date: September 25, 2008

FILED  
2008 OCT - 3 P 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA