

EP 12/19/08



JENNIFER L. REMONDINO

616.396.3243  
TOLL FREE: 866.533.3018  
FAX 616.494.3543

jremondino@wnj.com

December 16, 2008

***Via Overnight Mail***

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

Re: **Van Gilder Family Foundation, Inc.**

Dear Sir or Madam:

I have enclosed for filing the Articles of Incorporation of Van Gilder Family Foundation, Inc., together with a check in the amount of \$70.00 for the applicable filing fees. I also have enclosed an extra copy of the Articles to be date-stamped and returned to my office in the enclosed self-addressed, postage-prepaid envelope.

If you have any questions, please give me a call.

Very truly yours,

A handwritten signature in cursive script that reads 'Jennifer L. Remondino'.

Jennifer L. Remondino

jfs  
Enclosures  
c: Jerome M. Smith  
GR1617324-1

**ARTICLES OF INCORPORATION**  
**OF**  
**VAN GILDER FAMILY FOUNDATION, INC.**

**FILED**  
08 DEC 18 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Incorporators execute these Articles of Incorporation to form a corporation not for profit in compliance with Chapter 617, *F.S.*, the Florida Not For Profit Corporation Act, as follows:

**ARTICLE I**

**Name**

The name of the corporation is the Van Gilder Family Foundation, Inc.

**ARTICLE II**

**Purpose**

The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes as permitted for organizations defined in Section 501(c)(3) of the Internal Revenue Code. The specific purposes for which the corporation is organized are:

To receive and administer funds exclusively for such religious, charitable, scientific, literary and educational purposes, primarily the making of grants to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The general plan under which the corporation is to be financed is by contributions of funds and property for its purposes as stated in these Articles, and for no other purpose.

**ARTICLE III**

**Powers and Limitations**

The corporation may exercise generally any power which is consistent with the purposes described above and which a corporation not for profit organized under the provisions of the Florida Not For Profit Corporation Act may exercise. The corporation may deal with and distribute the corporation's property in such manner as will best promote its objectives and

purposes, without limitation except such, if any, as may be contained in instruments under which such property is conveyed to the corporation.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities or have any purposes that are not permitted for (i) an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and other related legislation and regulations as they now exist or may hereafter be amended or (ii) an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and related legislation and regulations as they now exist or may hereafter be amended. No part of the corporation's direct or indirect activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by Section 4945 of the Internal Revenue Code. The corporation shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### **ARTICLE IV**

##### **Registered Office and Resident Agent**

The street address (which is also the mailing address) of the corporation's principal office and initial registered office is Oceanwalk Apartments, Apt. 810, 2225 Highway A1A, Indian Harbor Beach, Florida 32937. The name of the initial resident agent at the registered office is Russell H. Van Gilder, Jr.

By signing below, the named Registered Agent hereby accepts service of process for the corporation at the registered office designated above and is familiar with and accepts the appointment as registered agent and the obligations associated therewith and agrees to act in the capacity of registered agent.

#### **ARTICLE V**

##### **Membership**

The corporation shall have one class of members. The corporation's initial members are Russell H. Van Gilder, Jr. and Shirley J. Van Gilder. The corporation's additional membership and manner of member selection shall be as prescribed in the corporation's bylaws.

FILED  
08 DEC 18 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI

### Incorporators

The names and addresses of the Incorporators are as follows:

Russell H. Van Gilder, Jr.	Oceanwalk Apartments Apt. 810 2225 Highway A1A Indian Harbor Beach, Florida 32937
Shirley J. Van Gilder	Oceanwalk Apartments Apt. 810 2225 Highway A1A Indian Harbor Beach, Florida 32937

FILED  
08 DEC 18 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VII

### First Board of Trustees

Members of the first board of trustees shall serve until new trustees are elected as set forth in the corporation's bylaws. The names and addresses of the members of the first board are as follows:

Russell H. Van Gilder, Jr.	Oceanwalk Apartments Apt. 810 2225 Highway A1A Indian Harbor Beach, Florida 32937
Shirley J. Van Gilder	Oceanwalk Apartments Apt. 810 2225 Highway A1A Indian Harbor Beach, Florida 32937
Lisa D. Van Gilder	2001-2 Southard St. Key West, Florida 33040

## ARTICLE VIII

### Dedication of Assets

The corporation shall hold and administer all of its assets and accumulated income to effectuate its tax-exempt purposes. No part of the income or assets of this corporation

shall inure to the private benefit of any individual, member or trustee. If the corporation's purposes fail or if the corporation ceases to be approved as a tax-exempt organization under the Internal Revenue Code, and any such defect is not cured by appropriate amendment, or if the corporation voluntarily dissolves, then all of the corporation's assets and accumulated income shall be distributed to such other organizations or units of government as the trustees shall designate as best accomplishing the purposes for which the corporation was formed, provided that (i) each organization receiving such assets is qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws and (ii) each distribution to a unit of government is made for a public purpose to the United States federal government or to a state or local government. The corporation shall be dissolved after all its property has been so distributed.

## **ARTICLE IX**

### **Restrictions and Limitations**

Notwithstanding any other provisions of these Articles, the following limitations and those set forth in Section 835 of the Florida Not For Profit Florida Corporation Act shall apply for so long as the corporation is classified as a "private foundation" under the provisions of Section 509 of the Internal Revenue Code as it now exists or may hereafter be amended:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws;

(2) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws;

(3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or of any corresponding provisions of any subsequent federal tax laws;

(4) The corporation shall not make any investments so that it would be subject to tax under Section 4944 of the Internal Revenue Code or of any corresponding provisions of any subsequent federal tax laws; and

(5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

FILED  
08 DEC 18 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE X

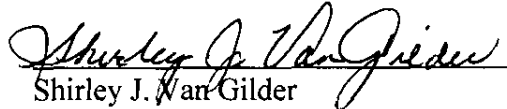
### Amendments

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and to add additional articles in the manner prescribed by statute.

The Incorporators and the Registered Agent have signed these Articles of Incorporation on 12-12, 2008.

  
Russell H. Van Gilder, Jr.

Incorporator and Registered Agent

  
Shirley J. Van Gilder

Incorporator

Prepared by and return to:

JENNIFER L. REMONDINO (0031151)  
WARNER NORCROSS & JUDD LLP  
85 East Eighth Street, Suite 310  
Holland, MI 49423  
Telephone: (616) 396-9800  
Fax: (616) 396-3656  
GR1609156-1

FILED  
08 DEC 18 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA