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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B McKnight DEC 01 2009

COVER LETTER

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

SUBJECT: THE GEORGE S. RICH FAMILY FOUNDATION, INC.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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George S. Rich
Name (printed or typed)

4475 North Ocean Blvd. #43F
Address

Delray Beach, Florida 33483-7564
City, State & Zip

214-397-7174
Daytime Telephone Number

georgerich@msn.com
E-mail address: (to be used for future annual report notification)

CERTIFICATE OF DOMESTICATION

The undersigned, George S. Rich, President,
(Name) (Title)

of The George S. Rich Family Foundation, Inc. a foreign corporation,
(Corporation Name)

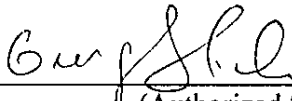
in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was May 22, 1997.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the State of Maryland.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was The George S. Rich Family Foundation, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is The George S. Rich Family Foundation.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the State of Maryland.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of The George S. Rich Family Foundation, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done

so this the 24 day of November, 2009.


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION
OF
THE GEORGE S. RICH FAMILY FOUNDATION, INC.

FIRST: The name of the Corporation (which is hereinafter called the "Corporation") is:

THE GEORGE S. RICH FAMILY FOUNDATION, INC.

SECOND: The post office address of the principal office in this State is 4475 North Ocean Blvd. #43F, Delray Beach, Florida, 33483-7564.

THIRD: The Registered Agent of the Corporation is George S. Rich whose post office address is 4475 North Ocean Blvd. #43F, Delray Beach, Florida, 33483-7564. Said Registered Agent is a citizen of the State of Florida and resides therein.

FOURTH: The Corporation is organized and shall be operated exclusively as a non-stock charitable organization for the following purposes:

(a) Subject to the restrictions and limitations hereinafter set forth, to use and apply its income and principal assets exclusively for charitable, scientific, literary, or educational purposes, whether directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Internal Revenue Code");

(b) To receive, hold, operate, manage, invest in, sell, convey, transfer or otherwise dispose of property, both real and personal, tangible and intangible, for the sole end of supporting charitable, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code;

(c) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon Not for Profit corporations by the Corporation Law of the State of Florida.

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FIFTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, consisting of the following three (3) persons: George S. Rich, Alexandra R. Rich, and David R. Eaton. The Directors holding office from time to time shall constitute the members of the Corporation. The Directors shall be elected by the existing Directors for such terms as the Bylaws provide. The number of Directors may be increased or decreased in the manner provided in the Bylaws but shall never be less than three.

SIXTH: The powers of the Corporation shall be subject to the following terms, provisions and limitations:

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, Director or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no member, Director or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Sections 501(h) and 4911 of the Internal Revenue Code, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office;

(b) The Corporation shall distribute its income for each taxable 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;

(c) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

(d) The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code;

(e) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code;

(f) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code;

(g) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, or by an organization, contributions to which are deductible under Section 170(c)(2) thereof;

(h) In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatsoever, all of the assets of the Corporation, after the payment of the obligations and liabilities of the Corporation, shall be transferred to one or more domestic corporations or associations as may be selected by the Corporation's Directors; provided, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

SEVENTH: To the maximum extent permitted by Florida Corporation Law, as from time to time amended, the Corporation shall indemnify its Directors and officers against any and all liabilities incurred in connection with their services in such capacities or their services, at the Corporation's request, as Director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise and against all reasonable expenses, including attorneys' fees, that may be incurred in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, to which any Director or officer, by reason of service in that capacity, may be made a party or in which any Director or officer shall be called as a witness, or in connection with any proceeding against the Corporation to enforce a Director's or officer's right of indemnification. The Corporation may by Bylaw, resolution or agreement make further provision for Indemnification of Directors, officers, employees and agents. No amendment or repeal of this paragraph, or adoption of any provision of the Corporation's Charter inconsistent with this paragraph, shall apply to or affect in any respect the indemnification of any Director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, repeal or adoption.

EIGHTH: The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its Directors, any amendments to these Articles which may now or hereafter be authorized by law.

4.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 24 day of November, 2009, and acknowledged the same to be his act.

WITNESS:

David A. Rich

George S. Rich
George S. Rich

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

November 24, 2009
Date

George S. Rich
George S. Rich

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TALLAHASSEE, FLORIDA