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W10000055593



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11/24/10--01029--006 **87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2010 DEC -7 PM 3:49

12/8/10

COVER LETTER

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

SUBJECT: The Joan & Chester Luby Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: Guy Rabideau
Name (Printed or typed)

400 Royal Palm Way, Suite 204
Address

Palm Beach, Florida 33480
City, State & Zip

561.655.6221
Daytime Telephone number

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

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

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
10 DEC -7 PM 2:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 30, 2010

GUY RABIDEAU
400 ROYAL PALM WAY
SUITE 204
PALM BEACH, FL 33480

SUBJECT: THE JOAN & CHESTER LUBY FOUNDATION, INC.
Ref. Number: W10000055593

We have received your document for THE JOAN & CHESTER LUBY FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please check the spelling of the treasurer and the directors name.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

An effective date may be added to the Articles of Incorporation if a 2011 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 910A00027833

2010 DEC -7 PM 3:49
SECRETARY OF STATE
DIVISION OF CORPORATIONS

12/6/10 - Attached Please find
the corrected document.

Thas

**ARTICLES OF INCORPORATION
OF
THE JOAN & CHESTER LUBY FOUNDATION, INC.**
(a Florida corporation not for profit)

2010 DEC -7 PM 3:49

Article I – Name: The name of the corporation shall be THE JOAN & CHESTER LUBY FOUNDATION, INC.

Article II – Corporate Nature: The corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

Article III – Principal Office: The principal place of business and the mailing address is:

2600 S. Ocean Blvd. - #302N
Palm Beach, Florida 33480

Article IV – Duration: The period of duration of the Corporation is perpetual unless dissolved according to law.

Article V – Purpose: The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article V to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Article VI – Powers: The corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileged, rights and powers created, given, extended, or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto.

Article VII – Directors: Other than the initial Directors, subsequent Directors shall be elected in accordance with the Bylaws adopted by the corporation. The corporation shall never have less than three (3) Directors. The initial Directors are:

Chester Luby, Director
2600 S. Ocean Blvd. - #302N
Palm Beach, Florida 33480

Cindy H. Luby, Director
2778 S. Ocean Blvd. - #408-N
Palm Beach, Florida 33480

Joan Luby, Director
2600 S. Ocean Blvd. - #302N
Palm Beach, Florida 33480

Article VIII – Officers: Other than the initial Officers, subsequent Officers shall be elected in accordance with the Bylaws adopted by the corporation. The initial Officers are:

Chester Luby, Co-Chairman & Treasurer
2600 S. Ocean Blvd. - #302N
Palm Beach, Florida 33480

Joan Luby, Co-Chairman & Secretary
2600 S. Ocean Blvd. - #302N
Palm Beach, Florida 33480

Article IX – Dissolution: Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Article X – Restrictions:


- A. No part of the net earning of the corporation shall inure to the benefit of or be distributable to its directors, 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 hereof.
- B. No 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind.
- C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) 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 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 corresponding section of any future federal tax code.

Article XI – Registered Agent: The name and street address of the Registered Agent is:

Guy Rabideau, Esq.
400 Royal Palm Way, Suite 204
Palm Beach, Florida 33480

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.



Guy Rabideau, Registered Agent

Date: 12/6/2010

Article XII – Incorporator: The name and address of the Incorporator is:

Chester Luby, Director
2600 S. Ocean Blvd. - #302N
Palm Beach, Florida 33480

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2010 DEC -7 PM 3:50

Notice of Annual Report

This corporation must file an Annual Report with the Division of Corporations between January 1st and May 1st of every year to maintain "active" status. The corporation's first annual report will be due between January 1st and May 1st of the calendar year following the year the corporation is formed and must be filed online. The fee to file a Corporation Annual Report is \$61.25. Reminder notices to file the Annual Report will be sent to the e-mail address you provide in these articles.

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S. I acknowledge that I have read the above "Notice of Annual Report" statement and understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.



Chester Luby, Incorporator

Date: 11/23/2010