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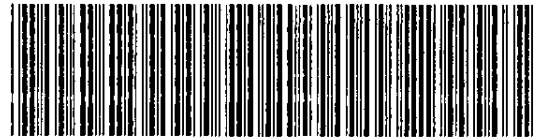
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TALLAHASSEE FLORIDA

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3/23

COVER LETTER

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

SUBJECT: ANNA MARIE MARTELL 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: Jay Fleisher, Esq.
Name (Printed or typed)

11380 Prosperity Farms Road, Ste. 204
Address

Palm Beach Gardens, FL 33410
City, State & Zip

(561) 627-7004
Daytime Telephone number

jayfleisherresq@att.net
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION OF THE
ANNA MARIE MARTELL FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

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TALLAHASSEE FLORIDA**

ARTICLE I. NAME

The name of the corporation is the Anna Marie Martell Foundation, Inc., the initial principal office is located at 224 Datura Street, Suite 1011, West Palm Beach, Florida 33401, and its mailing address is the same.

ARTICLE II. DURATION

The term of existence of the corporation is perpetual, and the corporate existence will commence on the filing of these Articles with the Department of State.

ARTICLE III. PURPOSE

1. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code Section 501(c)(3)") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3).

2. No part of the net earnings 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 these Articles of Incorporation.

3. No part of the activities of the Corporation shall include the carrying on of propaganda or be used to influence legislation as defined in Section 4945 and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

4. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or the 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 a Court of Competent Jurisdiction 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.

5. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation

exempt from federal income tax under Code Section 501(c)(3), (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized Under the laws of the State of Florida pursuant to the provisions of the Florida Not For Profit Corporation Act.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 11380 Prosperity Farms Road, Ste. 204, Palm Beach Gardens, FL 33410, and the name of the initial registered agent at that address is Jay Fleisher.

I, Jay Fleisher hereby accept the appointment of Registered Agent in the State of Florida for Anna Marie Martell Foundation, Inc. (the "Corporation". I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the Office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the Corporation for which I am agent. 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.


Registered Agent

ARTICLE V. CORPORATE INCOME

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. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE VI. ORGANIZATION OF CORPORATION

1. The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation and the Bylaws of the Corporation as from time to time in effect. The number of members of the Board of Directors shall not be less than three nor more than six.

2. The directors of the Corporation shall be elected in accordance with the methods and qualifications specified in the Bylaws of the Corporation.

3. The powers, duties, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

4. Directors of this Corporation, and any officers elected by the directors of this Corporation, shall serve without compensation as such except for reimbursement for actual expenses.

5. After incorporation, the directors of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended, to adopt the Bylaws of the Corporation, and to conduct such other business as required by the Corporation.

ARTICLE VII. DIRECTOR LIABILITY LIMITATIONS

If the Florida Not For Profit Corporations Act is hereby amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be eliminated or limited to the full extent permitted by the Florida Not for Profit Corporation Act, as so amended, without need for further amendment of these Articles of Incorporation or any other action by the Board of Directors. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE VIII. INDEMNIFICATION AND INSURANCE

Right to Indemnification. The Corporation shall have the power and authority to provide indemnification in accordance with the Bylaws of the Corporation.

Insurance. The Corporation may maintain insurance at its expense in accordance with the Bylaws of the Corporation.

ARTICLE IX. BYLAWS

The Board of Directors shall adopt the initial Bylaws of the Corporation. Except to the extent otherwise provided in the Bylaws of the Corporation, the authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended at any regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose, in either case upon receiving the vote of a majority of the directors in office.

ARTICLE XI. INCORPORATOR

The name and address of the incorporator is:

Siobhan O'Donnell
3910 N. Flagler Dr., Apt. 402
West Palm Beach, FL 33407

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ARTICLE XII. REFERENCES TO INTERNAL REVENUE CODE

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as amended, as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereinafter amended.

IN WITNESS WHEREOF, I have subscribed my name this 14 day of March, 2011.



SIOBHAN O'DONNELL
Incorporator