

N1100007533

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

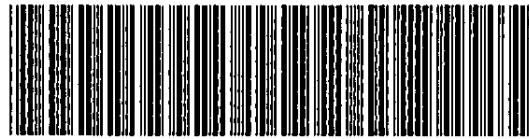
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400210394134

EFFECTIVE DATE

8-5-11

07/29/11--01037--005 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 AUG - 8 AM 11:51

111-40114
PS 8/9/11



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
11 AUG -8 PM 12:38
DIVISION OF CORPORATIONS

August 1, 2011

DAVID B PLEAT, ESQ
PLEAT & PERRY, P.A.
4477 LEGENDARY DR, SUITE 202
DESTIN, FL 32541

SUBJECT: THE JAMES G. DELMAURO FOUNDATION, INC.
Ref. Number: W11000040114

We have received your document for THE JAMES G. DELMAURO FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

Please return 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) 245-6901.

Pamela Smith
Regulatory Specialist II

Letter Number: 111A00018022

COVER LETTER

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

SUBJECT: THE JAMES G. DELMAURO 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: David B. Pleat, Esq./Pleat & Perry, P.A.
Name (Printed or typed)

4477 Legendary Drive, Suite 202
Address

Destin, FL 32541
City, State & Zip

(850) 650-0599
Daytime Telephone number

theresa@pleatperry.com
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
THE JAMES G. DELMAURO FOUNDATION, INC. 11 AUG -8 AM 11: 51
A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned persons, acting as Incorporators of a Corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such Corporation, pursuant to Florida Statute Chapter 617.

The undersigned Incorporators, by these Articles, associate themselves for the purpose of forming a Corporation not for profit pursuant to the laws of the State of Florida, and adopts the following Articles of Incorporation:

ARTICLE I
NAME

EFFECTIVE DATE 8-5-11

The name of the Corporation is THE JAMES G. DELMAURO FOUNDATION, INC., referred to as the Corporation.

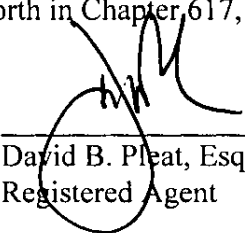
ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The Corporation's principal place of business and mailing address is 61 South Green Turtle Lane, Rosemary Beach, Florida 32461.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is David B. Pleat, Esq., Pleat & Perry, P.A., and the address of the registered agent is 4477 Legendary Drive, Suite 202, Destin, Florida 32541.

THE UNDERSIGNED hereby accepts the office of registered agent and confirms that he is familiar with the obligations of that position as set forth in Chapter 617, Florida Statutes.



David B. Pleat, Esq.
Registered Agent

ARTICLE IV
PURPOSE

The purpose for which the Corporation is organized is:

This Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes. The purposes of the Corporation are to create and maintain a Section 501(c)(3) tax-exempt Corporation as provided under the Internal Revenue Code of 1986 and in furtherance of its purposes, the Corporation may:

(i) promote and support educational, athletic, environmental, literary and other charitable activities in the Rosemary Beach and South Walton County area that heighten the awareness of Parkinsons research;

(ii) promote and support efforts to raise money to assist those persons affected by Parkinsons;

(iii) assist and contribute to the support of corporations, associations and institutions which are organized and operated exclusively for the purposes stated in (i) above and which are described in Section 501(c)(3) of the Internal Revenue Code;

(iv) may assist and contribute to the support of corporations, associations and institutions which are organized and operated for the purposes stated in (ii) above and which are described in Section 501(c)(3) of the Internal Revenue Code;

(v) to do all other things in furtherance of the items above as may be legally permissible and in keeping with the tax-exempt status of the Corporation;

(vi) To carry out these purposes, the Corporation may exercise the powers permitted not for profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and

(vii) The Corporation is irrevocably dedicated to and operated exclusively for not for profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any member, director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes.

ARTICLE V **POWERS**

The Corporation is empowered:

(A) The above purposes shall be construed as both objectives and powers, and the enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this Corporation.

(B) In the event of dissolution, winding up, or other liquidation of the assets of this Corporation, the residual assets of the Corporation will be turned over only to one or more organizations created and operated for non-profit purposes similar to those of the Corporation other than one created for religious purposes and which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding sections of any or future law, or to the Federal, State or local government for exclusive public purpose.

(C) Notwithstanding any other provisions of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE VI **PRIVATE FOUNDATION PROVISIONS**

In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

(A) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(B) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(C) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(D) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(E) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII **INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director

or Officer of the Corporation shall be indemnified by the Corporation, against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceedings that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators may be entitled apart from this Article.

ARTICLE VIII **DIRECTORS**

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The initial number of directors of the Corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this Corporation.

The director named in this certificate of incorporation as the first board of directors shall hold office until the first meeting of members, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for such terms as are provided for in the bylaws.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this Corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

NAME

ADDRESS

- | | |
|----------------------|---|
| 1. James G. DelMauro | PO Box 611157
Rosemary Beach, FL 32461 |
| 2. Lisa DelMauro | PO Box 611157
Rosemary Beach, FL 32461 |
| 3. Abigail Smith | PO Box 611157
Rosemary Beach, FL 32461 |

ARTICLE IX
NET EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 III hereof. 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, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE X
INCOME

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XI
SELF-DEALINGS

The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XII
EXCESS BUSINESS HOLDING

The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIII
INVESTMENTS

The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIV
BY-LAWS

By-Laws of the Corporation may be adopted, made, altered, or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles nor any limitation set forth in the laws of the State of Florida.

ARTICLE XV
AMENDMENTS

Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present.

ARTICLE XVI
INCORPORATORS

The name and address of each Incorporator is as follows:

NAME

ADDRESS

David B. Pleat, Esq.
Pleat & Perry, P.A.

4477 Legendary Drive, Suite 202
Destin, Florida 32541

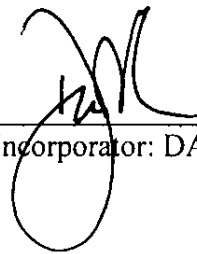
ARTICLE XVII
DURATION

The Corporation shall have perpetual duration.

ARTICLE XVIII
EFFECTIVE DATE OF INCORPORATION

This Corporation shall be deemed to have come into existence on the date these Articles of Incorporation are executed.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation, for the purpose of forming this nonprofit charitable Corporation under the laws of the State of Florida, have executed these Articles of Incorporation on the 5 day of ~~July~~^{August}, 2011.


Incorporator: DAVID B. PLEAT, ESQ.

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 5 day of ^{August} ~~July~~, 2011, by David B. Pleat, who is personally known to me.




NOTARY PUBLIC
My Commission Expires:

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 AUG - 8 AM 11:51