

N12000001276

(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



300219728953

02/02/12--01011--002 **78.75

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 FEB - 2 PM 4:23

2/3

8

COVER LETTER

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

SUBJECT: C&M Barancik SO 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: Wendy Deming
Name (Printed or typed)

601 Tamiami Trail South
Address

Venice, FL 34285
City, State & Zip

9414864600
Daytime Telephone number

wdeming@gulfcoastcf.org
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

C&M BARANCIK SO FOUNDATION, INC. (A NOT-FOR-PROFIT CORPORATION)

Pursuant to the provisions of Section 617.0202, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Incorporation:

ARTICLE I - Name

The name of the Corporation is: C&M Barancik SO Foundation, Inc. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 601 Tamiami Trail South, Venice, Florida 34285.

ARTICLE III - Purpose

- A. The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of 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) (hereinafter, the "Code") by conducting or supporting activities exclusively for the benefit of, to perform the functions of, or to carry out the charitable purposes of GULF COAST COMMUNITY FOUNDATION, INC. (the "Foundation"), a Florida corporation not for profit, or its successor, so long as the Foundation remains a "qualified organization," as defined herein. In the event the Foundation ceases to be a "qualified organization," the Corporation shall be operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more "qualified organizations" which are (i) organized and operated for purposes similar to those of the Foundation and/or (ii) supported by the Foundation, as shall be selected by the Board of Directors of the Corporation. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c)(3) and Section 509(a)(1) or (2) of the Code.
- B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act (the "Act"), as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which Corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 FEB - 2 PM 4:23

- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, 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 this Article. 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, or in opposition to, any candidate for public office. It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(3) of the Code.
- D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by an organization (a) exempt from federal income tax under Section 501(c)(3) of the Code; (b) contributions to which are deductible for income tax purposes under Section 170(c)(2) of the Code; (c) bequests to which are deductible for federal estate tax purposes under Section 2055(a)(2) of the Code; and (d) gifts which are deductible for federal gift tax purposes under Section 2522(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly.

ARTICLE IV - Term of Existence

The Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE V - Registered Office and Agent

The street address of the registered office of the Corporation is 245 26th Avenue North St. Petersburg, FL 33704-3459 and the name of the registered agent of the Corporation at that address is Scott J. Barancik.

ARTICLE VI - Members

The members of the Corporation shall initially be divided into two classes: the Public Member Class and the Donor Member Class. The qualifications and respective rights of each class of member shall be as set forth in the Bylaws of the Corporation. As used in these Articles, "members" shall mean the sole member if there is then only one member. In addition to any other rights and

12 FEB - 2 PM 4:23
SECRETARY OF STATE
DIVISION OF CORPORATIONS

powers granted to the members by these Articles or the Bylaws of the Corporation, the following actions may be taken only by or with the approval of the Public Member Class: (i) merger of the Corporation; (ii) sale, lease, exchange, or other disposition of all or substantially all of the property and assets of the Corporation; (iii) voluntary dissolution of the Corporation; and (iv) adoption of a plan of distribution of the assets of the Corporation upon dissolution.

ARTICLE VII - Directors

The directors of the Corporation shall be divided into two classes: the Public Class and the Donor Class. Directors shall be elected, appointed and removed as provided in the Bylaws of the Corporation.

ARTICLE VIII – Incorporator

The name and mailing address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Wendy Deming	601 Tamiami Trail South Venice, FL 34285

12 FEB -2 PM 4:23

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE IX - Bylaws

- A. At the initial meeting of the Corporation, the Board of Directors of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.
- B. The power to alter, amend or repeal Bylaws shall be as provided in the Bylaws of the Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended by a majority vote of the members present at a meeting at which a quorum is present, provided any such amendments are approved by the Public Member Class.

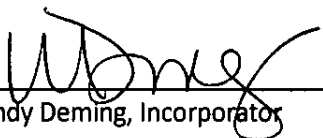
ARTICLE XI - Dissolution

- A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for charitable purposes to the Foundation, or its successor if the Foundation is then a "qualified" organization, as defined in this Article. If the Foundation is not then a "qualified" organization, such assets shall be distributed to such "qualified" organization or organizations as the Board shall determine. An organization is a "qualified" organization for purposes of this Article only if at the time of the distribution of such assets it is organized and operated exclusively for purposes described in Section 170(c)(2)(B) of the Code and is an organization described in Section 501(c)(3) thereof.
- B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations which are organized and operated exclusively for the aforesaid purposes of the Corporation or to such one or more "qualified" organizations as said court shall determine.

ARTICLE XII - Indemnification

The Corporation shall fully indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned incorporator, have hereunto set my hand and seal this 20th day of January, 2012 for the purpose of forming this Corporation not for profit under the laws of the State of Florida.



Wendy Deming, Incorporator

FILED
12 FEB - 2 PM 4:23
SECRETARY OF STATE
DIVISION OF CORPORATIONS

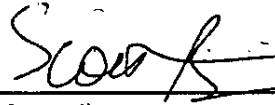
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not For Profit Corporation Act, the following is submitted in compliance with said statute:

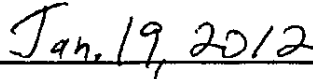
That C&M Barancik SO Foundation, Inc., desires to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the County of Pinellas, State of Florida, has named Scott J. Barancik, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process and service as registered agent for the above-named corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further state that it is familiar with §607.0501 et seq., Florida Statutes.



Scott J. Barancik



Date

12 FEB - 2 PM 4: 23

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS