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FLORIDA PROFIT/NON PROFIT CORPORATION
Michel & Claire Gudfin Family Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
MICHEL & CLAIRE GUDEFIN FAMILY FOUNDATION, INC.**

IN COMPLIANCE WITH CHAPTER 617, F.S., (NOT FOR PROFIT)

ARTICLE I: NAME

The name of the corporation shall be Michel & Claire Gudefin Family Foundation Inc. (the "Corporation").

ARTICLE SECOND: PRINCIPAL OFFICE

The principal street address and mailing address of the Corporation is 1063 Spanish Moss Trail, Naples, Florida 34108.

ARTICLE THIRD: PURPOSE

(a) The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(b) The purpose for which the Corporation is organized is to receive and maintain a fund or funds of real or personal property, or both and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any

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future United States Internal Revenue law (the "Code"). The Corporation is not formed for pecuniary profit or financial gain, and no part of the net earnings, income or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in this Article Third. In furtherance of the foregoing, the purposes of the Corporation to be conducted or promoted are as follows:

- (I) to receive and maintain a fund or funds of real or personal property, or both and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by making contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code;
- (II) to promote such purposes by, among other things receiving contributions and making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code;
- (III) to do any other act or thing incidental to or connected with the foregoing purposes or the advancement thereof, but in no event for the pecuniary profit or financial gain of any of its

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members, directors or officers, except as permitted under the Florida Not for Profit Corporation Act;

- (IV) to exercise, in furtherance of its purposes, all of the powers conferred upon corporations organized under the Florida Not for Profit Corporation Act subject to any limitations thereof contained in these Articles of Incorporation or in the laws of the State of Florida.

Notwithstanding anything contained in these Articles of Incorporation to the contrary, the Corporation shall not: (i) carry on any activity not permitted to be carried on: (A) by a corporation exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (B) by a corporation contributions to which are deductible under Sections 170(c)(2), 2055 or 2522 of the Code. Furthermore, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Section 501(h) of the Code).

ARTICLE FOURTH: MANNER OF ELECTION

The manner in which the directors are elected, appointed and removed shall be set forth in the By-Laws of the Corporation.

ARTICLE FIFTH: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is as follows: NRAI Services, Inc., 515 East Park Avenue, Tallahassee, Florida 32301.

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ARTICLE SIXTH: INCORPORATOR

The name and address of the Incorporator is as follows: Fred R. Green, Esq., Herrick, Feinstein LLP, 2 Park Avenue, New York, New York 10016.

ARTICLE SEVENTH: MEMBERS The Corporation shall have no members.

ARTICLE EIGHTH: LIQUIDATION, DISSOLUTION In the event of the liquidation, dissolution, or winding up of this Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, the Board of Directors shall have the power to dispose of the assets of the Corporation in such manner as it, in its sole discretion, may determine; provided, however, that any such disposition shall be either (i) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law, or (ii) to the Federal government, or to a State or local government, for a public purpose. Notwithstanding the foregoing, in the event that any of the assets of the Corporation are not disposed of by the Board of Directors under this Article Eighth, any such assets of the Corporation shall be disposed of by a court of competent jurisdiction exclusively for the purposes set forth in (i) and (ii) above, or to such organization or organizations, which, in such court's sole determination, are organized and operated exclusively for such purposes.

ARTICLE NINTH: PRIVATE FOUNDATION In the event that in any year the Corporation shall be a "private foundation", as that term is defined in Section 509 of the Code, the Corporation shall distribute its assets for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Code; and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d)

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