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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**The Armstrong Foundation, Inc.**

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**ARTICLES OF INCORPORATION  
FOR  
THE ARMSTRONG FOUNDATION, INC.  
*A Florida Not For Profit Corporation***

*I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:*

**ARTICLE I - NAME**

The name of the corporation shall be: The Armstrong Foundation, Inc., (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The principal street address and mailing address is: 1683 Galleon Drive, Naples, Florida 34102-7717.

**ARTICLE III - PURPOSE**

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in 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 (the "Code").

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to

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such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Foundation shall determine.

#### **ARTICLE IV - MANNER OF ELECTION**

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

#### **ARTICLE V - INITIAL DIRECTORS**

The names and addresses of the initial directors are as set forth below:

C. Michael Armstrong  
1683 Galleon Drive  
Naples, Florida 34102-7717

Sarah Anne Armstrong  
1683 Galleon Drive  
Naples, Florida 34102-7717

Linda Rittenhouse  
1683 Galleon Drive  
Naples, Florida 34102-7717

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#### **ARTICLE VI - MEMBERSHIP**

This Corporation shall have no members.

#### **ARTICLE VII - REGISTERED AGENT AND REGISTERED OFFICE**

C. Michael Armstrong  
1683 Galleon Drive  
Naples, Florida 34102-7717

*Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, C. Michael Armstrong hereby accepts the appointment as registered agent and agrees to act in this capacity. C. Michael Armstrong further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and that he is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 617, F.S.*

/s/ C. Michael Armstrong

\_\_\_\_\_  
C. Michael Armstrong

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**ARTICLE VIII - INCORPORATOR**

The name and address of the Incorporator to these of Articles of Incorporation are

Melanie B. Stocks  
c/o Gunster, Yoakley and Stewart, P.A.  
777 S. Flagler Drive, Suite 500E  
West Palm Beach, FL 33401

**ARTICLE IX - INDEMNIFICATION**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Act (currently Section 617.0834 of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the Corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent of the Corporation.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

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**ARTICLE X - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the directors is subject to this reservation.

**ARTICLE XI - BYLAWS**

The Bylaws may be adopted, altered, amended, or repealed the Board of Directors.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles this 26<sup>th</sup> day of December, 2012.

/s/ Melanie B. Stocks

\_\_\_\_\_  
Melanie B. Stocks, Incorporator

*(In accordance with Section 617.01201, Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)*

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