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Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF INCORPORATION
OF
PHILOS FOUNDATION, INC.
(A Florida Corporation Not-For-Profit)**

1. **Name.** The name of the corporation is **PHILOS FOUNDATION, INC.** (the "**Corporation**").
2. **Not-for-profit Corporation.** The Corporation has been formed for not-for-profit purposes and shall not have or issue shares of stock or make distributions.
3. **No Members.** The Corporation shall have no members.
4. **Registered Agent.** The street address of the Corporation's registered office and the name of its registered agent at that address are as follows:

Registered Agent	Business Address
CLASP, INC.	3001 Tamiami Trail North, Suite 400, Naples, FL 34102

5. **Principal Business Address.** The Principal Business Address of the Corporation is: 4700 Villa Mare, Naples, Florida 34103.
6. **Incorporator.** The name and address of the Corporation's sole incorporator are:

Incorporator	Business Address
Kenneth D. Krier	3001 Tamiami Trail North, Suite 400, Naples, Florida 34102

7. **Exempt Nature of Activities and Purposes.** The Corporation is organized and shall be operated exclusively for charitable and educational purposes, each within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, (the "**Corporation's 501(c)(3) Exempt Purposes**") as the same may be amended from time to time and the corresponding provisions of any future United States Internal Revenue law (the "**Code**"), and, in particular, (a) to solicit, receive and administer gifts, grants, contributions and donations solely and exclusively for distribution to organizations described in Section 501(c)(3) of the Code that are "publicly supported" within the meaning of the Code and applicable regulations and rulings, and (b) to provide, free of charge for services, technical assistance, Board development and administrative services to such publicly supported 501(c)(3) organizations. It is intended that the Corporation shall be exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and that it shall qualify as an organization transfers to which are deductible for federal income, gift, and estate tax purposes by

residents and citizens of the United States of America (a "Qualified Charitable Organization").

8. **Board of Directors.** The activities, property, and affairs of the Corporation shall be managed by or under the direction of the Board of Directors (the "Board"), which shall be composed of not fewer than three (3) persons. The Board shall exercise all the powers and authority of the Corporation, in accordance with these Articles of Incorporation and the bylaws of the Corporation from time to time in effect. The initial Board shall be elected by the incorporator, each to serve as a director until the first annual meeting of the Board. The manner in which future Directors are to be elected or appointed shall be as stated in the bylaws of the Corporation.
9. **Board's Authority.** Subject to the restrictions and limitations of the Article of these Articles of Incorporation entitled "Prohibitions," and the condition that no power or discretion shall be exercised by the Board in any manner or for any purpose that is not consistent with the Corporation's 501(c)(3) Exempt Purposes, its qualification as a Qualified Charitable Organization, and any Valid Restrictions (as defined below) imposed on contributions to the Corporation, but without otherwise limiting the powers conferred upon the Board by law, the Board is authorized:
 - (a) To receive and accept gifts, legacies, grants, loans, and other contributions to the Corporation from any persons or entities, in cash or in other property acceptable to the Board, including restricted contributions; provided that any restrictions are consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization and are imposed by the donor by a written instrument that is accepted by the Board by resolution ("Valid Restrictions").
 - (b) To acquire by purchase, lease or otherwise, to retain, hold, own, occupy, use, manage, improve, develop, maintain or lease, and to sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, without regard to diversification or to whether some or all of the property so acquired or retained is unproductive or wasting or is of a kind or size which, but for this express authority, would not be considered proper.
 - (c) To borrow money and to make, accept, endorse, execute and issue promissory notes and any other obligations for payment for property acquired or money borrowed.
 - (d) To maintain and administer the Corporation's assets, including all contributions received, all income earned on those assets and contributions, and any gains therefrom (the "Corporation's Funds") and, unless

otherwise specifically required, to mingle restricted contributions with other assets of the Corporation's Funds for investment purposes.

- (e) To use and apply the Corporation's Funds, make expenditures and payments therefrom, and make distributions, program-related loans, program-related investments, and other grants from the Corporation's Funds, in such amounts, at such times, in such manner, and for such of the Corporation's 501(c)(3) Exempt Purposes as the Board in its sole discretion determines from time to time, subject to any Valid Restrictions imposed on contributions to the Corporation's Funds.
- (f) To initiate and participate in fundraising activities, expeditions, or other projects that may be undertaken by the Corporation in order to further or promote the Corporation's 501(c)(3) Exempt Purposes.
- (g) To the extent a corporation organized under the Act may now or hereafter lawfully do so, to engage in or carry on any and every act or activity necessary, suitable, convenient, or proper for, in connection with, or incident to the promotion, furtherance, or accomplishment of any of the Corporation's 501(c)(3) Exempt Purposes, or designed, directly or indirectly, to promote the interests of the Corporation, and to engage in any lawful act or activity that is consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization.
- (h) To obtain and maintain adequate insurance for the purposes of section 12 of these Articles.

10. **Prohibitions.** Notwithstanding any other provision of these Articles of Incorporation, the Corporation's activities and the Board's authority shall be subject to the following restrictions and limitations:

- (a) The Corporation shall not carry on any activities not permitted to be carried on by a Qualified Charitable Organization.
- (b) No part of the Corporation's Funds shall inure to the benefit of or be distributable to the Corporation's Directors, officers, or any other private individual or entity, except in furtherance of the Corporation's 501(c)(3) Exempt Purposes, as payment of reasonable compensation for services rendered (including as a Director), or as payment or reimbursement of reasonable expenses necessary to carrying out the Corporation's 501(c)(3) Exempt Purposes, or payment in a reasonable amount for services as a Director.
- (c) 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

- (d) To the extent that Section 508 and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall distribute such amounts from the Corporation's Funds for each taxable 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 Code.
 - (e) To the extent that Section 508 and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code, (c) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.
11. **Liquidation or Dissolution.** The Corporation may be liquidated or dissolved at any time in accordance with the bylaws of the Corporation. Subject to any Valid Restrictions imposed on contributions to the Corporation, upon the winding up and dissolution of the Corporation, all the Corporation's assets remaining after payment or adequate provision for the lawful debts and obligations of the Corporation and the expenses of its liquidation or dissolution shall be distributed: (i) for such of the Corporation's 501(c)(3) Exempt Purposes (including by distribution to or for the use of one or more Qualified Charitable Organizations) and in such manner and proportions as are provided for in the plan of distribution of assets adopted by the Corporation, or (ii) to the federal government, or (iii) to a state or local government for a public purpose, or (iv) as directed or approved by the Circuit Court of the Judicial Circuit in which the principal office of the Corporation is then located (or any court of competent jurisdiction if the principal office of the Corporation is then located outside the State of Florida), exclusively for such of the Corporation's 501(c)(3) Exempt Purposes or to such one or more Qualified Charitable Organizations having similar purposes as the court shall determine.
12. **Indemnification; Immunity; Insurance.** The Corporation may indemnify each Director and officer, including former Directors and officers, to the fullest extent allowed by law, including but not limited to Section 617.0831 of the Act. It is intended that the Corporation be an organization the officers and Directors of which are immune from civil liability to the extent provided under Section 617.0834 of the Act and other applicable laws. The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, Officer, employee, or agent of the Corporation, or who, while a Director, Officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan, or other

enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Director, Officer, employee, or agent, whether or not the Corporation would have power to indemnify him or her against the same liability.

13. **Amendment.** These Articles of Incorporation may be amended as provided in the bylaws at any time and from time to time in a manner and for a purpose that is consistent with the Corporation's qualification as a Qualified Charitable Organization, and any Valid Restrictions imposed on contributions to the Corporation's Funds; provided, however, that no amendment hereto may remove these restrictions on amendment.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 24th day of February 2014 for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By:


Kenneth D. Krier
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

PHILOS FOUNDATION, INC.

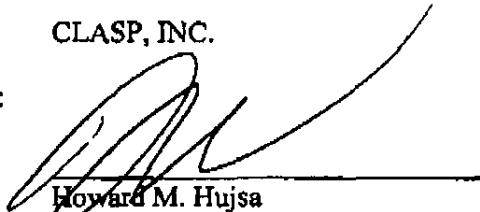
2. The name and address of the registered agent and office is:

Agent	Business Address
CLASP, INC.	3001 Tamiami Trail North, Suite 400, Naples, FL 34102

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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.

CLASP, INC.

By:


Howard M. Huja
Vice President