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FLORIDA PROFIT/NON PROFIT CORPORATION
Rotsch Family Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
ROTSCH FAMILY FOUNDATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(a Florida Not For Profit Corporation)

ARTICLE I
NAME OF THE CORPORATION

The name of this corporation is Rotsch Family Foundation, Inc. (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE, STREET ADDRESS, AND MAILING ADDRESS

The Corporation's principal office address, street address, and mailing address is 315 Devils Bight, Naples, Florida 34103.

ARTICLE III
DURATION

The period of duration of the Corporation is perpetual unless dissolved according to Florida law.

ARTICLE IV
PURPOSES

The Corporation is organized 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 corresponding section of any future federal tax code (the "Code"), including for such purposes, but not limited to, the making of distributions for charitable, religious, scientific, literary, and educational purposes. The Corporation may conduct any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

ARTICLE V
BOARD OF DIRECTORS

All powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. The Board of Directors shall consist of such number of persons as shall be fixed by the Bylaws from

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time to time, but shall not be less than the number of directors required by the Florida Not For Profit Corporation Act, which at the time of execution of these Articles of Incorporation is three (3). The terms of office, qualifications, and method of appointment of the directors shall be as specified in the Bylaws.

ARTICLE VI DISSOLUTION

Upon the dissolution of the Corporation, after paying or making provision for the payment of all the liabilities of the Corporation, the assets of the Corporation shall be distributed to one or more organizations that are recognized as exempt under Code Section 501(c)(3). Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 Article IV 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 in 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 or engage in political activities of any kind.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Sections 170(c)(2), 2055, and 2522.

At any time when the Corporation shall be considered to be a private foundation, as such term is defined in Code Section 509(a), the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942; and

B. shall not (i) engage in any act of self-dealing as defined in Code Section 4941(d); (ii) retain any excess business holdings as defined in Code Section 4943(c); (iii) make any investments in such manner as to subject it to tax under Code Section 4944; or (iv) make any taxable expenditures as defined in Code Section 4945(d).

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ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of incorporation may be amended, altered, or restated only by the affirmative vote of a majority of the total number of Directors then in office.

ARTICLE IX
REGISTERED AGENT

The street address of the Corporation's registered office in the State of Florida is 315 Devils Bight, Naples, Florida 34103, and the name of its registered agent at such office is Christine A. Rotsch.

ARTICLE X
INCORPORATOR

The sole incorporator of the Corporation is Kimberly Leach Johnson. The complete business address of the sole incorporator is: 1395 Panther Lane, Suite 300, Naples, Florida 34109.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 16 day of June, 2014.



Kimberly Leach Johnson
Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is Rotsch Family Foundation, Inc.

The name of the initial registered agent of the Corporation is Christine A. Rotsch. The address of this registered agent is 315 Devils Bight, Naples, Florida 34103.

REGISTERED AGENT ACCEPTANCE

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 that 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.


Printed Name: Christine A. Rotsch

Registered Agent

Date:  2014

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