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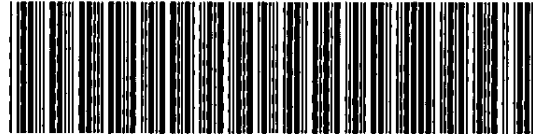
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

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

SUBJECT: **THE KARNS FAMILY 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: **SCOTT BRAINARD**
Name (Printed or typed)

286 107TH AVENUE 300
Address

TREASURE ISLAND, FL 33706
City, State & Zip

727-367-3000
Daytime Telephone number

SBRAINARD@KARNSETERPRISES.COM
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
THE KARNS FAMILY FOUNDATION, INC.**

The undersigned incorporators by these Articles do hereby associate themselves for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes (the "Act"), and hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME The name of the corporation is **THE KARNS FAMILY FOUNDATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Corporation", these Articles of Incorporation as the "Articles", and the Bylaws of the Corporation as the "Bylaws".

ARTICLE II. PURPOSE; NON-PROFIT STATUS

2.01 The Corporation is organized as a non-stock, not for profit corporation exclusively for religious, charitable, scientific, testing for public safety, literary or educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986 (the "IRC"). For the purposes of these Articles, any reference to a section of the IRC is meant to refer to that specified section, or the corresponding section of any future federal tax code. The Corporation may engage in any lawful activity in furtherance of these purposes, including soliciting and receiving contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes of the Corporation as permitted herein, so long as all of such activities are permitted for organizations who are deemed exempt from taxation pursuant to Section 501(c)(3) of the IRC. No part of the net earnings of the Corporation shall be distributed to or otherwise inure to the benefit of its officers, directors or other persons; provided, however, that the Corporation shall be permitted to pay reasonable compensation for services rendered by persons who serve as officers, directors or other agents of the Corporation. 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 engage in or otherwise intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements, except as may be expressly authorized by the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not engage in any activities not permitted by an organization exempt from taxation pursuant to Section 501(c)(3) of the IRC, or to a corporation, the contributions to which are deductible under Section 170(c)(2) of the IRC.

2.02 The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the IRC.

2.03 The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the IRC.

2.04 The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the IRC.

2.05 The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the IRC.

2.06 The Corporation will not make any taxable expenditure as defined in Section 4945 of the IRC.

ARTICLE III. POWERS The powers of the Corporation shall include and be governed by the following:

3.01 General. The Corporation shall have all of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida that are not in conflict with the provisions of these Articles.

3.02 **Enumeration.** The Corporation shall have all the powers and duties set forth in the Act and all of the powers and duties not inconsistent with the Act reasonably necessary to operate the Corporation's mission, including, but not limited to, the following:

(a) To buy, own, operate, lease, license, sell, convey and trade both real and personal property as may be necessary or convenient in the administration of the Corporation and its mission, and to mortgage or otherwise pledge such property as collateral for any debt or obligation related to the administration of the Corporation and its mission.

(c) To maintain, repair, replace, reconstruct, add to, and operate the property acquired, owned or leased by the Corporation or for which the Corporation has acquired use rights.

(d) To purchase insurance for the protection of the Corporation, its officers, directors, and such other parties as the Corporation may determine in the best interest of the Corporation.

(e) To enforce by legal means the provisions of the Act, these Articles, and the Bylaws.

(f) To employ personnel to perform the services required for proper operation of the Corporation and its mission.

(g) To enter into agreements with other parties for easements, licenses for sharing arrangements or facilities as the Board of Directors may deem in the best interests of the Corporation.

3.03 **Assets of the Corporation.** All funds and the titles of all properties acquired by the Corporation and their proceeds shall be for the benefit of the Corporation in accordance with the provisions of these Articles and the Bylaws.

ARTICLE IV. NO MEMBERS The Corporation shall not have members and shall not issue shares of stock.

ARTICLE V. TERM OF EXISTENCE The Corporation shall have perpetual existence.

ARTICLE VI. INCORPORATORS The names and addresses of the Incorporators subscribing to these Articles are:

William F. Karns, 286 107th Avenue, #300, Treasure Island, FL 33706
Diane L. Karns, 286 107th Avenue, #300, Treasure Island, FL 33706

ARTICLE VII. OFFICERS The affairs of the Corporation shall be administered by the officers as designated in the Bylaws. The officers shall be elected by the Board of Directors of the Corporation at its annual meeting, and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE VIII. DIRECTORS The property, business and affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) persons. The number and terms of the directors, and the manner in which directors shall be qualified, elected or appointed shall be established in the Bylaws. All of the duties and powers of the Corporation existing under the Act, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors. The names and addresses of the first directors of the Corporation are as follows:

William F. Karns, 286 107th Avenue, #300, Treasure Island, FL 33706
Diane L. Karns, 286 107th Avenue, #300, Treasure Island, FL 33706
C. Scott Brainard, 286 107th Avenue, #300, Treasure Island, FL 33706

ARTICLE IX. BYLAWS The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded from time to time by the Board of Directors in the manner provided by the Bylaws.

ARTICLE X. AMENDMENTS

Amendments to these articles shall be adopted by the affirmative vote of not less than a majority of all the directors. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes.

ARTICLE XI. DISSOLUTION

The Corporation may be dissolved by the affirmative vote of at least a majority of all the directors. In the event of dissolution, the Board of Directors shall make provision for payment of all indebtedness and liabilities of the Corporation, and shall thereafter distribute, in any portion or portions considered prudent, all of the assets of the Corporation to such other organizations that may be organized and operated exclusively for educational, religious or charitable purposes under Sections 501(c)(3) and 170(c)(2) of the IRC, as the Board of Directors shall determine. Any assets not so distributed shall be distributed by a court of competent jurisdiction of Pinellas County, Florida, exclusively for such purposes or to such organization(s) under Sections 501(c)(3) and 170(c)(2) of the IRC as such court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XII. PRINCIPAL OFFICE; REGISTERED OFFICE/AGENT

12.01 Principal Office. The initial principal place of business of the Corporation shall be located at 286 107th Avenue, #300, Treasure Island, FL 33706, but the Corporation may change the location of its principal office and may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

12.02 Registered Office; Agent. The initial registered office of this corporation shall be located at 286 107th Avenue, #300, Treasure Island, FL 33706, and the initial registered agent of the corporation at that address is William F. Karns. The Board of Directors may from time to time change the location of the registered office and the person or entity that shall serve as the Corporation's registered agent.

IN WITNESS WHEREOF, the Incorporators have affixed their signatures this 16th day of June, 2014.


William F. Karns, Incorporator


Diane L. Karns, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THAT CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF THE DUTIES OF SUCH OFFICE.


William F. Karns, Registered Agent

FILED
JUN 16 2014
AM 8:23
TALLAHASSEE
FLORIDA
STATE
SECRETARY