

Division of Corporations

Page 1

N1400007423

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H14000186631 3)))



H140001866313ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCAC00000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

AUG - 7 PM 4:12

RECEIVED
DIVISION OF CORPORATIONS
AUG 7 2014

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
NATHAN BENDERSON PARK FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

B 8/8/14

Electronic Filing Menu

Corporate Filing Menu

Help

ARTICLES OF INCORPORATION

NATHAN BENDERSON PARK FOUNDATION, INC.,
a Florida not for profit corporation

THE UNDERSIGNED, acting as incorporator of these Articles of Incorporation, is desirous of forming a Corporation Not for Profit, pursuant to Chapter 617, of the Laws of the State of Florida.

ARTICLE I

NAME: The name of the Corporation shall be:

NATHAN BENDERSON PARK FOUNDATION, INC.

ARTICLE II

PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT: The Board of Directors of the Corporation may change the location of the principal office of the Corporation from time to time. The location of the principal office of the Corporation shall be:

7978 Cooper Creek Blvd., Suite 100
University Park, FL 34201

The mailing address of the Corporation shall be:

7978 Cooper Creek Blvd., Suite 100
University Park, FL 34201

The registered agent and registered office of the Corporation shall be:

Benjamin R. Hanan
240 S. Pincapple Ave., 10th Floor
Sarasota, FL 34236

ARTICLE III

NON-PROFIT PURPOSE: This Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Internal Revenue Code ("IRC") Section 501(c)(3), or corresponding sections of any future federal tax code and at all times shall be operated exclusively in support of and for the benefit of Suncoast Aquatic Nature Center Associates, Inc. ("SANCA"), a publicly supported charity described in IRC Sections 501(c)(3) and 170(b)(1)(A). The Corporation shall serve as a permanent and perpetual endowment for the exclusive support and benefit of SANCA and the Corporation shall at all

14 AUG - 7 PM 4:12

RECEIVED
DIVISION OF CORPORATIONS

times and under all circumstances qualify as a supporting organization under IRC Section 509(a)(3) that is operated in connection with SANCA. The Corporation is authorized to exercise such powers as are in furtherance of its exempt status and purposes that are granted to the Corporation under the Florida Not For Profit Corporation Act.

PURPOSES: To acquire funds and other assets by gift, donation and otherwise; to hold and invest the same; to provide funds to SANCA; and to do all other things necessary or desirable in connection with foregoing purposes.

ARTICLE IV

POWERS: The Corporation shall have and exercise all the powers of non-profit corporations under the laws of the State of Florida, but within the restrictions of IRC Section 501(c)(3) and these Articles and which are convenient or necessary to effect the purposes of the Corporation.

LIMITATIONS ON POWERS:

(1) No part of the assets or net earnings of the Corporation shall be distributable to or inure to the benefit of, its members, 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 III hereof.

(2) No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation.

(3) The Corporation shall not directly or indirectly 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.

(4) The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

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

ARTICLE V

TERM OF EXISTENCE: The term for which the Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the provisions of Florida Statute 617, as amended.

ARTICLE VI

DISTRIBUTION OF ASSETS UPON DISSOLUTION: The assets of the Corporation are dedicated to the exempt educational and charitable purposes within the meaning of IRC 501(c)(3) described in Article III above. Upon the dissolution of the Corporation, assets shall be distributed to SANCA for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or the corresponding section of any future federal tax code, or if at such time SANCA is no longer in existence or if SANCA is no longer an organization described in IRC Sections 501(c)(3) and 170(b)(1)(A), assets shall be distributed to the federal government, or to a state or local government, for a public purpose as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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

NAME AND ADDRESS OF INCORPORATOR: The name and address of the incorporator to these Articles is as follows:

Benjamin R. Hanan
c/o Shumaker, Loop & Kendrick, LLP
240 S. Pineapple Avenue, 10th Floor
Sarasota, Florida 34236

ARTICLE VIII

OFFICERS AND DIRECTORS: The affairs of this Corporation shall be managed by a governing Board called the Board of Directors, who shall be elected at the Annual Meeting of the Corporation. Vacancies on the Board of Directors may be filled until the next Annual Meeting, in such manner as provided by the By-Laws. The officers shall be: a President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Corporation; provided, however, that at all times one or more officers or directors of the Corporation shall also be officers or directors of SANCA and the officers and directors of the Corporation shall maintain a close and continuous working relationship with the officers and directors of SANCA within the meaning of Treasury Regulations Sections 1.509(a)-4(i)(3)(B) and (C); and provided further, at no time shall the Board of Directors be controlled directly or indirectly by directors who are "Disqualified Persons" as defined in IRC Section 4946, other than Disqualified Persons only in their capacity as "Foundation Managers," as defined in IRC Section 4946, and no such Disqualified Person, acting alone or in conjunction with other such Disqualified Persons, shall have a veto power over any decision or action taken by the Board of Directors.

ARTICLE IX

NAME AND ADDRESS OF DIRECTORS: The number of Directors shall initially be ten (10). The number may be increased as provided in the By-Laws of the Corporation, but shall never be fewer than three (3). The names and addresses of the persons who shall serve as directors until the first election are:

Randall Benderson	7978 Cooper Creek Blvd., Suite 100 University Park, FL 34201
Todd M. Mathes	7978 Cooper Creek Blvd., Suite 100 University Park, FL 34201
Michael S. Bennett	7056 Hawks Harbor Circle Bradenton, FL 34207
Teri A Hansen	601 Tamiami Trail South Venice, FL 34285
David W. Brenner	2301 Gulf of Mexico Drive Longboat Key, FL 34228
Michael Klauber	1212 SE Avenue Sarasota, FL 34239
Arnold Hoffman	415 L Ambiance Drive Longboat Key, FL 34228
Rick Piccolo	6000 Airport Circle Sarasota, FL 34243
Randy Mallitz	8043 Cooper Creek Blvd., Suite 208 University Park, FL 34201
Anne Essner	1301 Westway Drive Sarasota, FL 34236

ARTICLE X

BY-LAWS: The By-Laws of this Corporation may be altered, amended or repealed, and new By-Laws may be adopted as provided in the By-Laws of the Corporation.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION: These Articles may be amended as provided in the By-Laws of the Corporation.

ARTICLE XII

INDEMNIFICATION: The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation, against any and all expenses (including attorney's fees, Court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided however, that if any past or present officer or director sues the Corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from Corporate funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto executed these Articles this 7th day of August, 2014, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and hereby makes and files in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certifies that the facts herein stated are true.



Benjamin R. Hanan

"INCORPORATOR"

14 AUG - 7 PM 4:13

DIVISION OF CORPORATIONS

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent to accept service of process for the above-stated Corporation at the registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.


Benjamin R. Hanan

"REGISTERED AGENT"

12 AUG - 7 PM 4:13

SECRET
DIVISION OF CORPORATIONS