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HARRISON, KIRKLAND

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Division of Corporations

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James W. Popa  
Account Name : HARRISON, KIRKLAND, PRATT, MCGUIRE, P.A.  
Account Number : I20010000002  
Phone : (941) 746-1167  
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SOCIETY OF SENIORS FOUNDATION, INC.

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**SECOND AMENDED ARTICLES OF INCORPORATION  
OF**

**SOCIETY OF SENIORS FOUNDATION, INC.**

The undersigned, for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, hereinafter referred to as the Corporation, hereby adopts the following Second Amended Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation shall be **SOCIETY OF SENIORS FOUNDATION, INC.**

**ARTICLE II**

**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal office and the mailing address of the Corporation shall be: 1570 West First Ave. Columbus, OH 43212.

**ARTICLE III**

**PURPOSE AND POWERS**

The purposes for which the Corporation is formed are:

A. The corporation is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. The Corporation shall possess all powers granted under Florida Statutes provided, however, that the Corporation shall possess no powers which would otherwise disqualify it as a Corporation exempt from federal tax under the Internal Revenue Code.

C. Private Foundation Provisions:

1. 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 un-distributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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4. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
6. The corporation will not engage, otherwise than as an insubstantial part of its activities, in activities that in themselves are not in furtherance of the charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
7. The corporations assets must be dedicated to the charitable purposes under section 501(c)(3) of the Internal Revenue Code.

#### Article IV DIRECTORS OF THE CORPORATION

The affairs of the Corporation shall be managed by its Officers and Board of Directors. The Officers of this Corporation shall be as follows: President, Vice President, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the Bylaws of the Corporation.

The Board of Directors shall consist of not less than three (3) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation. The Board of Directors may change the number of directors by majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting, provided, however, that such number shall not be less than three (3).

#### ARTICLE V MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is provided for in the Bylaws of this corporation.

#### ARTICLE VI TERM OF EXISTENCE

The corporation shall have perpetual existence.

#### ARTICLE VII DISSOLUTION

Upon Dissolution of the Corporation, all assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

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The determination required hereby shall be made by the Corporation's Board of Directors, applying the guidelines set forth herein.

Any such assets not so disposed of shall be disposed of by a 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 VIII**

#### **INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of the Corporation shall consist of the following individuals, whose names and addresses are as follows:

Mark Mulvoy  
271 Llwyd's Lane  
Vero Beach, FL 32963

Michael Mahoney  
5459 Moonlight Lane  
La Jolla, CA 92037

Ed Shaffran  
3376 Golfside Dr.  
Ypsilanti, MI 48197

#### **ARTICLE IX**

#### **BYLAWS**

A. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

B. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors in accordance with the provisions of the Bylaws.

#### **ARTICLE X**

#### **AMENDMENTS TO ARTICLES**

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the officers or directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II.

#### **ARTICLE XI**

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**REGISTERED OFFICE AND AGENT**

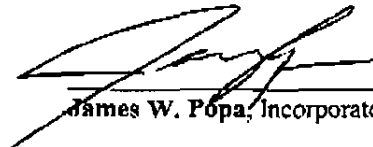
- A. The street address of the initial registered office of the Corporation shall be:  
1206 Manatee Avenue West  
Bradenton, FL 34205
- B. The name of the initial registered agent of the Corporation is: **James W. Popa**.

**ARTICLE XII  
INCORPORATOR**

The name and address of the incorporator is:

**James W. Popa**  
1206 Manatee Ave West  
Bradenton, FL 34205

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned incorporator executed these Articles of Incorporation on this 3rd day of December, 2014.

  
James W. Popa, Incorporator

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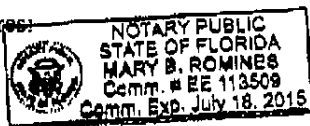
**STATE OF FLORIDA  
COUNTY OF MANATEE**

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **James W. Popa** to me known to be the person described in and who executed the foregoing Amended Articles of Incorporation and that he acknowledged before me that he executed the same. I relied upon the following form of identification of the above named person:

☒ who is personally known to me,  
☐ who produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 3<sup>rd</sup> day of December, 2014.

My Commission Expires:

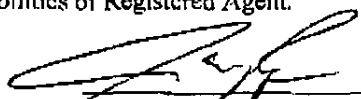


NOTARY PUBLIC

Mary B. Romines

**ACCEPTANCE OF REGISTERED AGENT**

I am familiar with and accept the responsibilities of Registered Agent.

  
James W. Popa