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CORPORATION SERVICE COMPANY\*

ACCOUNT NO. : I200000000195

REFERENCE : 365645 7731005

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : November 4, 2014

ORDER TIME : 10:07 AM

ORDER NO. : 365645-005

CUSTOMER NO: 7731005

DOMESTIC FILING

NAME: PATRICIA & GRAYDON NEWMAN  
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams - EXT. 62935

EXAMINER'S INITIALS: \_\_\_\_\_

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**ARTICLES OF INCORPORATION  
OF  
PATRICIA & GRAYDON NEWMAN FOUNDATION, INC.**

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Florida Not For Profit Corporation Act (the "Act"), and all future laws amendatory thereof and supplementary thereto, adopts the following Articles of Incorporation:

**ARTICLE I**  
**Name**

The name of this corporation shall be the "Patricia & Graydon Newman Foundation, Inc."

**ARTICLE II**  
**Principal Office**

The principal place of business and mailing address of the corporation is 563 - 3<sup>rd</sup> Street N., Naples, FL 34102

**ARTICLE III**  
**Purposes and Powers**

Section 3.1 Purposes. This corporation is organized and shall be operated exclusively for charitable purposes as contemplated and permitted by Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986. Within the framework and limitations of the foregoing, this corporation is organized and shall be operated exclusively to engage in, advance, support, promote and administer charitable activities, causes and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee or representative of others, and, to the extent consistent with the foregoing purposes, this corporation is also empowered to aid, assist, and contribute to the support of the federal, Florida and local governments and political subdivisions thereof for public purposes, and corporations, associations, trusts, foundations and institutions that are (i) organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, (ii) described in Section 501(c)(3) of the Internal Revenue Code of 1986, and (iii) treated as exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1986.

Section 3.2 Powers. For such purposes, and not otherwise, this corporation shall have and exercise only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise and whether in trust or otherwise, and to own, hold, expend, make gifts, grants, and contributions of, and to convey, transfer, and dispose of any funds and property and the income therefrom in furtherance of the purposes of this corporation hereinabove set forth, or any of them, and use the same, and such other powers that are consistent with the foregoing purposes

and that are afforded to this corporation by the Act and by any future laws amendatory thereof and supplementary thereto. All such powers of this corporation shall be exercised only so that the activities of this corporation shall be exclusively within the contemplation of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986 and Chapter 196 of the Florida Statutes. Notwithstanding the foregoing the reference herein to Chapter 196 of the Florida Statutes shall not permit, and shall not be taken as permitting, this corporation to have or exercise any power which is not within the contemplation of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, and this corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 or by a corporation that is described in, and contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code of 1986.

Section 3.3 Applicable Laws. All references in these Articles of Incorporation to a particular section of the Internal Revenue Code of 1986 shall mean and include, as now enacted or hereafter amended, such section and any provision of federal law, as is or may hereafter be applicable, cognate to such section. References in this Article III to Chapter 617 of the Florida Statutes shall mean and include said provision as now enacted or as hereafter amended, including any provision of Florida law that may be applicable or cognate to such provision.

#### **ARTICLE IV** **Board of Directors**

Section 4.1 Management in Directors. The management and direction of the business and affairs of the corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authority, and duties of the directors of the corporation; the time and place of their meetings; and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of the corporation or, if not set forth therein, as determined by the Board of Directors.

The Board of Directors shall be divided into two (2) classes of Directors with varying rights and powers. The names and post office address of the members of the first Board of Directors, who shall serve in each class of Directors and their rights and powers are set forth below.

Section 4.2 Class A Directors. The names and addresses of the initial Class A Directors shall be:

Patricia Newman  
563 - 3<sup>rd</sup> Street N.  
Naples, FL 34102

Graydon Newman  
563 - 3<sup>rd</sup> Street N.  
Naples, FL 34102

The initial Class A Directors, may, from time to time, elect additional Class A Directors or successor Class A Directors by designation in writing.

The Class A Directors may, by the affirmative vote, elect successor Class A Directors by designation in writing in the event of the death, resignation, removal, or disqualification of a Class A Director, except in the case that the initial Class A Director designates a successor Class A Director in the manner provided above. The Class A Directors shall control the corporation, and shall have the sole vote in all matters concerning the Corporation and its operations while any Class A Director remains, except as otherwise set forth in the Bylaws of the corporation.

Section 4.3 Class B Directors. Class B Directors shall be elected annually or as otherwise determined by the vote of a majority of the total voting power of the Board of Directors, in such numbers as may be determined by a majority of the total voting power of the Board of Directors from time to time. The Class B Directors, by majority vote, shall break any deadlock in the vote of the Class A Directors, but shall otherwise have no voting power while any Class A Directors remain, except as otherwise set forth in the Bylaws of the corporation.

The initial Class B Directors of the corporation shall be:

Carmel M. Creager  
7212 – 47<sup>th</sup> Avenue W.  
Mukilteo, WA 98295

## **ARTICLE V**

### **Members**

The members of the Board of Directors of the corporation shall be the only members of the corporation. Each member of the Board of Directors of the corporation automatically shall become and be a member of the corporation concurrently with his or her becoming a member of the Board of Directors, shall continue to be a member of the corporation for so long as he or she is a member of the Board of Directors, and automatically shall cease to be a member of the corporation concurrently with his or her ceasing to be a member of the Board of Directors of the corporation. Members of the Board of Directors shall have voting rights only as directors and shall have no voting rights as members. To the extent that the members are required or deemed to vote on any issues, they shall have the same rights and the same class status as they individually have as Directors. Any action or approval of the corporation which would otherwise be required of members or shareholders under the terms of any agreement or law shall be valid and binding upon action or approval of the Board of Directors alone.

## **ARTICLE VI**

### **Limitations**

Section 6.1 General Restrictions. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal

Revenue Code; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 6.2 No Private Inurement. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to 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 herein.

Section 6.3 No Lobbying. 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 any candidate for public office.

Section 6.4 No Related Party Loans. The corporation shall not lend any of its assets to any officer, director, or member of the corporation, or guarantee to any person the payment of a loan by any officer, director, or member of the corporation.

Section 6.5 No Self Dealing. The corporation will not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code.

Section 6.6 Required Distribution of Income. The corporation will 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 determined under Section 4942 of the Internal Revenue Code.

Section 6.7 No Excess Business Holdings. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

Section 6.8 Limited Investments. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code.

Section 6.9 Limited Expenditures. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Section 6.10 No Prohibited Transaction. The corporation will refrain from acting, and will act as necessary, to prevent any prohibited transaction for which the corporation may be subject to taxes imposed under Chapter 42 of the Internal Revenue Code.

## **ARTICLE VII**

### **Liability Limitations**

Section 7.1 No Liability for Obligations. The officers, directors and members of the corporation shall not be personally liable to any extent whatsoever for any debts, liabilities, or obligations of the corporation.

Section 7.2 Breach of Duty. A director of the corporation shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a director, except for liability (a) for any breach of the director's duty of loyalty to the corporation or its members, beneficiaries or others, (b) for acts or omissions not in good faith or that involved intentional misconduct or a knowing violation of law, (c) under any provision of the Florida Business Corporation Act or the Florida Securities Act, or (d) for any transaction from which the director derived an improper personal benefit. If the Florida Business Corporation Act or Act is amended after this Article becomes effective to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act or the Act, as so amended.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

#### **ARTICLE VIII** **Powers of the Board of Directors**

Subject to the purposes and powers set forth herein, the corporation shall take the following actions by the following votes:

Section 8.1 Actions by Board of Directors. Except as specifically set forth herein, the Board of Directors shall take action by the affirmative vote of a majority of the voting power of the Directors. The Directors may vote in person or by proxy at any duly held meeting. Any action required or permitted to be taken at a meeting of the corporation's Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present.

Section 8.2 Merger, Recapitalization, Dissolution, Consolidation and Sale of Assets. If and when authorized by the affirmative vote of sixty percent (60%) of the voting power of the Directors, the corporation may recapitalize, merge, dissolve, or consolidate into or with any other foreign or domestic qualified nonprofit corporation, or sell, lease, exchange or otherwise dispose of all or substantially all of its property and assets, upon such terms and conditions, and for such consideration, as all of the members of the Board of Directors shall deem advisable.

Section 8.3 Adoption, Amendments or Repeal of Bylaws. The power to adopt, amend or repeal the Bylaws of the corporation is reserved to the Board of Directors, except that the Board of Directors may not make or alter any Bylaw fixing the number, qualifications, classifications or terms of office of the Directors without the consent of sixty percent (60%) of the voting power of the Directors.

Section 8.4 Amendment of Articles of Incorporation. The Board of Directors shall take action to amend these Articles of Incorporation only by the vote of sixty percent (60%) of the voting power of the Directors.

**ARTICLE IX**  
**Dissolution**

This corporation may be dissolved in accordance with the laws of the State of Florida. Upon dissolution of this corporation, and after paying or making provision for the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, any remaining assets of this corporation shall be distributed to and among any one or more corporations, associations, trusts, foundations and institutions then in existence that are (i) exempt from federal income taxes under Section 501(a) of the Internal Revenue Code of 1986, (ii) organized and operated exclusively for one or more purposes described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, and (iii) described in Section 501(c)(3) and in Section 509(a)(1), (2) or (3) of the Internal Revenue Code of 1986, all in such proportions as shall be determined (A) by the Board of Directors of this corporation if the dissolution of this corporation is permitted under Sections 617.1402-617.1408 of the Act and is not required by the laws of the State of Florida then in existence to be conducted under court supervision as provided in Sections 617.1402-617.1408 of the Act, or (B) by a court of competent jurisdiction if the dissolution of this corporation is required by the laws of the State of Florida then in existence to be conducted under court supervision as provided in Sections 617.1402-617.1408 of the Act. Notwithstanding anything apparently or expressly to the contrary hereinabove contained in this Article, if any assets are then held by this corporation in trust or upon condition or subject to any executory or special limitation and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred or conveyed in accordance with the terms and provisions of such trust, conditions or limitation.

**ARTICLE X**  
**Duration**

The period of duration of corporate existence of this corporation shall be perpetual.

**ARTICLE XI**  
**Registered Agent and Office Address**

The name and registered office address of the initial Registered Agent is: Graydon Newman, 563 - 3<sup>rd</sup> Street N., Naples, FL 34102.

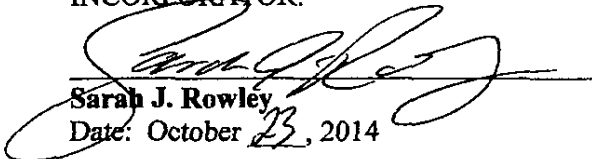
**ARTICLE XII**  
**Incorporator**

The name and address of the incorporator, who is a natural person of full age, is Sarah J. Rowley, 225 South Sixth Street, Suite 2800, Minneapolis, MN 55402.



*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

INCORPORATOR:

  
Sarah J. Rowley

Date: October 23, 2014

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

REGISTERED AGENT:

  
Graydon Newman

Date: October 23, 2014

14 NOV -5 AM 9:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA