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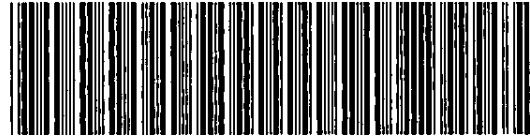
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COUNSELORS AND ATTORNEYS AT LAW

Kevin G. Coleman | Richard D. Yovanovich | Edmond E. Koester
William M. Burke | Gregory L. Urbancic | Matthew L. Grabinski | Craig D. Grider
Matthew M. Jackson | Jeffrey J. Beihoff | Harold J. Webre | Caroline M. Magliolo
Charles A. B. Thomson | David Kerem | Michael D. Gentzle | Of counsel: Kenneth R. Johnson

Writer's e-mail:
wburke@cyklawfirm.com

December 9, 2014

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

Re: *Bonnie and Mike Gaffney Foundation, Inc.*

Dear Sir or Madam:

Enclosed are the Articles of Incorporation of Bonnie and Mike Gaffney Foundation, Inc. and one additional copy for filing with the Florida Department of State. Also enclosed is our firm check payable to the Department of State in the amount of \$70.00 representing the Filing Fee. Please return the filed Articles of Incorporation to me in the enclosed self-addressed stamped envelope.

Please do not hesitate to contact me if you have any questions.

Sincerely,

Coleman, Yovanovich & Koester, P.A.

William M. Burke

WMB/lf
Enclosures

C: Mr. and Mrs. J. Michael Gaffney (with enclosure)

ARTICLES OF INCORPORATION
OF
BONNIE AND MIKE GAFFNEY FOUNDATION, INC.
(A Florida Not for Profit Corporation)

The undersigned hereby executes and submits the following Articles of Incorporation for the purpose of forming a not for profit corporation under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes.

Article 1. Name

The name of the corporation ("the Corporation") is:

BONNIE AND MIKE GAFFNEY FOUNDATION, INC.

Article 2. Address

The principal place of business address of the Corporation is:

4501 Gulf Shore Boulevard #1902
Naples, FL 34103

The mailing address of the Corporation is:

4501 Gulf Shore Boulevard #1902
Naples, FL 34103


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Article 3. Purposes

This Corporation is organized exclusively for charitable, scientific, literary and educational purposes. To this end, the Corporation shall at all times be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

Article 4. Prohibited Activities

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, members 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 its exempt purposes. Except as otherwise provided by section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a Corporation exempt from Federal Income Tax under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code; or (b) by a Corporation contributions to which are deductible under section 170(a) of the Code as being to an organization referred to in section 170(c)(2) of the Code.

Article 5. Private Foundation

Notwithstanding any other provisions in these articles, at all times when the corporation is a private foundation within the meaning of section 509 of the Code, it shall be subject to the following additional restrictions:

(a) The corporation 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 section 4942 of the Code.

(b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.

(d) The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Article 6. Distributions upon Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in accordance with the provisions of Florida Statutes section 617.1406, in such manner, or to such organization or organizations organized and operated for substantially the same purposes as this Corporation or

exclusively for charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article 7. Directors

The method of election of the Directors of the Corporation shall be set forth in the Bylaws of the Corporation. As required by Florida Statutes section 617.0803, the Board of Directors shall consist of at least three or more individuals.

Article 8. Members

The Corporation shall have no members.

Article 9. Amendment

The Corporation reserves the right, by the affirmative vote of the Corporation's Board of Directors, to amend or repeal any provision or provisions contained in these Articles of Incorporation or any amendment to them in any manner that does not contravene the purposes of the Corporation as stated herein and which would not adversely affect the Corporation's status as an organization qualifying under section 501(c)(3) of the Code.

Article 10. Commencement of Existence

The Corporation's existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

Article 11. Initial Registered Agent

The name and Florida street address of the registered agent is:

J. Michael Gaffney
4501 Gulf Shore Boulevard #1902
Naples, FL 34103

Article 12. Incorporator

The name and address of the incorporator is:

William M. Burke
4001 Tamiami Trail North, Suite 300
Naples, FL 34103

Article 13. Signatures of Registered Agent and Incorporator

(a) Registered Agent

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

Dated: December 3, 2014

J. Michael Gaffney
J. Michael Gaffney, Registered Agent

(b) Incorporator

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Florida Statutes section 817.155.

Dated: December 8, 2014

William M. Burke
William M. Burke, Incorporator