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FLORIDA PROFIT/NON PROFIT CORPORATION

The Rodney M. Gould Foundation, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
THE RODNEY M. GOULD FOUNDATION, INC.
(A Not-For-Profit Corporation)

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **The Rodney M. Gould Foundation, Inc.**

ARTICLE II PRINCIPAL OFFICE

The street and mailing address of this Corporation's principal office is 631 U.S. Highway One, Suite 411, North Palm Beach, FL 33408.

ARTICLE III PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV MANNER OF ELECTION OF BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three.

The election of directors shall be done in accordance with the Bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name: Joan M. Jannetti
Title: President, Director
Address: P. O. Box 937
Ridgefield, CT 06877

Name: Jane Gallagher
Title: Vice-President, Director
Address: 738 Bocce Ct
Palm Beach Gardens, FL 33410

Name: Suzan Waldinger
Title: Director
Address: P. O. Box 937
Ridgefield, CT 06877

Name: Steven Waldinger
Title: Director
Address: P. O. Box 937
Ridgefield, CT 06877

Name: Fred Zilian
Title: Director
Address: P. O. Box 937
Ridgefield, CT 06877

ARTICLE VI POWERS AND LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors, 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. 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 or in opposition to any candidate for public office. 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 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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 Internal Revenue Code, or the corresponding section of any future federal tax code.

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.

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.

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.

The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. 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 REGISTERED OFFICE AND AGENT

The street and mailing address of the registered agent of the Corporation is 631 U.S. Highway One, Suite 411, North Palm Beach, FL 33408 and the name of the registered agent of the Corporation is Paul F. Smyth.

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ARTICLE IX INCORPORATOR

The name of the incorporator of this Corporation is Joan M. Jannetti and the address of said Incorporator is P. O. Box 937, Ridgefield, CT 06877.

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.

Paul F. Jannetti
Required Signature of Registered Agent

1/15/15
Date

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 §817.165, V.S.

Joan M. Jannetti
Required Signature of Incorporator
Joan M. Jannetti, Incorporator By: Kristine Duran, Attorney-in-Fact

1/15/2015
Date

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