

N 1500000000552

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

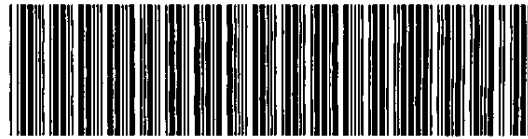
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700274607767

07/02/15--01006--028 **128.75

RECEIVED
ALABAMA
JUL 15 2015

FILED
15 JUL -2 PM 3:35

7/8/15

COVER LETTER

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

SUBJECT: Domestication of Rosswood Foundation

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
-----------------------	---------

FILED
15 JUL -2 PM 3:35
TALLAHASSEE, FL 32314
DIVISION OF STATE
CORPORATIONS

John E. Moore, III

Name (printed or typed)

3240 Cardinal Drive, Suite 200

Address

Vero Beach, Florida 32963

City, State & Zip

(772) 234-8344

Daytime Telephone Number

jmoore@moorelawvero.com

E-mail address: (to be used for future annual report notification)

LAW OFFICES OF
JOHN E. MOORE, III
3240 CARDINAL DRIVE, SUITE 200
VERO BEACH, FLORIDA 32963
www.moorelawvero.com

JOHN E. MOORE, III
PATRICK A. FARRAH

TELEPHONE: (772) 234-8344
FACSIMILE: (772) 234-8339

June 26, 2015

VIA CERTIFIED MAIL

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

Re: Domestication of Rosswood Foundation

Dear Sir/Madam:

Please find enclosed the following documents:

1. An original and one copy of the Certificate of Domestication for Rosswood Foundation, Inc.; and
2. An original and one copy of the Articles of Incorporation for Rosswood Foundation, Inc.

The enclosed are intended to domesticate Rosswood Foundation, an Ohio nonprofit corporation. The name of the newly formed Florida nonprofit corporation shall be Rosswood Foundation, Inc.

Also enclosed is our firm's check payable to the Florida Department of State in the amount of \$128.75 for: (1) the Certificate of Domestication; and (2) the Articles of Incorporation and Certified Copy. Please process the enclosed in your customary manner and return the certified copy to our office.

Thank you for your assistance in this matter and if you have any questions concerning the enclosed, please do not hesitate to contact me.

Very truly yours,

Michael D. Roy

Michael D. Roy, Esq.

MDR/
Enclosures

FILED
15 JUL -2 PM 3 35
TALLAHASSEE, FLORIDA

**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION**

FILED

15 JUL -2 PM 3:35

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

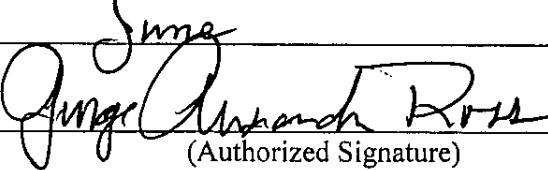
The undersigned, George Alexander Ross, President
(Name) (Title)
of Rosswood Foundation a foreign Corporation
(Corporation Name)

in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was January 14, 2002.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Ohio (Columbus, Franklin County).
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Rosswood Foundation.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Rosswood Foundation, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Ohio (Columbus, Franklin County).
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am George Alexander Ross, of Rosswood Foundation

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 2nd day of June, 2015


(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION FOR
ROSSWOOD FOUNDATION, INC.**

FILED
15 JUL -2 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the Incorporator, being a natural person of the age of twenty-one years or more and a citizen of the United States, for the purpose of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

**ARTICLE I
Name**

The name of this corporation shall be ROSSWOOD FOUNDATION, INC. and it shall be referred to herein as the "Corporation."

**ARTICLE II
Initial Principal Office**

The address of the initial principal office of the Corporation (which is the same as the street address) is:

1310 Little Harbour Drive
Vero Beach, FL 32963

**ARTICLE III
Purposes and Limitations**

1. This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation will support primarily organizations engaged in education and formation in the Catholic faith or in the development or dissemination of ideas based on and consistent with the Catholic understanding of the human person.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 these Articles of Incorporation.

3. No 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.

4. 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, (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida, pursuant to the provisions of Chapter 617 of The Florida Statutes.

ARTICLE IV

Membership; Directors and Election of Directors

The Corporation shall be organized on a non-stock basis and shall have no members.

The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The Board of Directors shall be elected under a method to be stated in the Bylaws of the Corporation.

ARTICLE V

Registered Agent

The name and address of the initial registered agent and registered office are:

JOHN E. MOORE, III
THE LAW OFFICES OF JOHN E. MOORE, III, PLLC
3240 CARDINAL DRIVE, SUITE 200
VERO BEACH, FL 32963

ARTICLE VI

Amendment

Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE VII

Incorporation of Definition of Terms

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

ARTICLE VIII
Dissolution of the Corporation

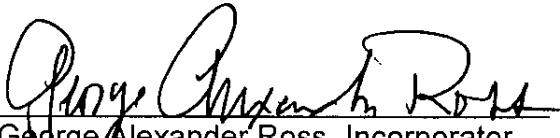
Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation (as described Chapter 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the Corporation under conditions requiring return, as described in Chapter 617.1406(3)(b) of the Florida Statutes) to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code (as described in Chapter 617.1406(3)(c) of the Florida Statutes). In furtherance of the foregoing, any such plan of distribution shall be in accordance with the terms of Chapter 617.1406 of the Florida Statutes.

Any such assets not so disposed of shall be disposed of by the Circuit Court having jurisdiction over matters occurring in the County in which the principal office of the Corporation is then located, exclusively for distribution to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation.

ARTICLE IX
Indemnification

The Corporation shall have the power to indemnify its officers, Directors, employees and agents to the fullest extent permitted by any applicable law, including, but not limited to, the provisions of Chapter 617.0831 of the Florida Statutes.

I, the Incorporator, declare that I have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of my knowledge and belief, true, correct and complete. Executed this 2nd day of June, 2015.


George Alexander Ross, Incorporator
1310 Little Harbour Drive
Vero Beach, FL 32963


CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: ROSSWOOD FOUNDATION, INC.
2. The name and address of the registered agent and office is:

JOHN E. MOORE, III
THE LAW OFFICES OF JOHN E. MOORE, III, PLLC
3240 CARDINAL DRIVE, SUITE 200
VERO BEACH, FL 32963

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



JOHN E. MOORE, III

6/14/15
Date

FILED
15 JUL -2 PM 3:35
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF ST. LUCIE
FLORIDA