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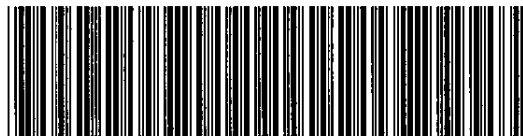
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**MICHAEL SPANO FOUNDATION, INC.
1540 INTERNATIONAL PARKWAY, SUITE 2000
LAKE MARY, FLORIDA 32746**

July 15, 2015

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of Michael Spano Foundation, Inc.

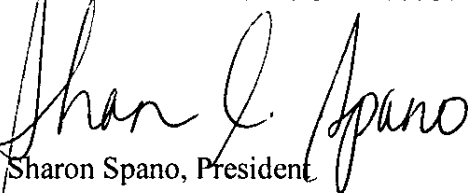
Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation of the Michael Spano Foundation, Inc., together with a check for \$78.75, made payable to Department of State, to cover the filing fee, fee for registered agent designation, and the fee for a certified copy.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely,

MICHAEL SPANO FOUNDATION, INC.


Sharon Spano, President

**ARTICLES OF INCORPORATION
OF
MICHAEL SPANO FOUNDATION, INC.**

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617.0202 Florida Statutes, does hereby desire to form a corporation not for pecuniary profit under the laws of the State of Florida, but for charitable and philanthropic purposes pursuant to the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this corporation shall be the **MICHAEL SPANO FOUNDATION, INC.** ("Corporation") and its principal place of business shall be located at 1540 International Parkway Suite 2000, Lake Mary, FL 32746.

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ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of signing these Articles of Incorporation by the incorporator, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSE AND POWER OF CORPORATION

A. The corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including, for all such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to, the organization, operation and maintenance of a private foundation. The rules governing the organization, operation and maintenance of that private foundation shall be as set forth in the Bylaws.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to a corporation not for pecuniary profit and not inconsistent with these Articles of Incorporation.

C. Notwithstanding any other provision of these Articles of incorporation:

1. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this 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 this Article.
2. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this 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.
3. This 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 of 1986 or 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 of 1986 or corresponding section of any future federal tax code.
4. If the corporation is, or shall ever be, classified as a private foundation as defined in Section 501(a) of the Internal Revenue Code of 1986 or corresponding section of any future tax code, it shall comply with the provisions of Section 617.0105, Florida Statutes, for so long as it remains a private foundation.
5. 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 IRC Section 4942, or the corresponding section of any future federal tax code.
6. The corporation will not engage in any act of self-dealing as defined in IRC Section 4941(d), or the corresponding section of any future federal tax code.
7. The corporation will not retain any excess business holdings as defined in IRC Section 4943(c), or the corresponding section of any future federal tax code.
8. The corporation will not make any investments in a manner as to subject it to tax under IRC Section 4944, or the corresponding section of any future federal tax code.
9. The corporation will not make any taxable expenditure as defined in IRC Section 4945, or the corresponding section of any future federal tax code.

ARTICLE V

MEMBERS

The initial member of the corporation shall be the incorporator of these Articles and additional persons may be approved for membership by the Board of Directors, in such manner as may be prescribed by the bylaws of the corporation. The right is expressly reserved to the corporation to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion or sex.

ARTICLE VI

BOARD OF DIRECTORS

A. The initial Board of Directors shall be comprised of two (2) members who shall serve until his or her successors are elected and installed.

B. The number of members constituting the Board of Directors may be increased or decreased by the Board of Directors from time to time at any regular or special meeting and any vacancies may be filled by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting duly called for that purpose provided a quorum of the Board is present. The Board of Directors, however, shall never be less than two (2) members.

C. The name and address of the member of the initial Board of Directors shall be as follows:

Sharon Spano
1540 International Parkway
Suite 2000
Lake Mary, FL 32746

Ralph Spano
1540 International Parkway
Suite 2000
Lake Mary, FL 32746

D. The members reserve the exclusive power to adopt, alter, amend or repeal the Bylaws of this corporation; provided, however, that the initial Bylaws of this corporation shall be adopted by the Board of Directors, subject to the approval by the members.

ARTICLE VII

INDEMNIFICATION OF CORPORATION

This corporation may in the discretion of the Board of Directors indemnify any officer, director or any former officer or director to the extent provided by law.

ARTICLE VIII

USE OF ASSETS

A. The assets and income derived from the assets of this corporation shall be used solely for the purposes set forth in Article III of these Articles of Incorporation. Any disbursements shall be at the approval and direction of the Board of Directors and the members in accordance with the Bylaws. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that this 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.

B. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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.

C. Notwithstanding any other provisions of these Articles of Incorporation, this 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 of 1986 as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law), or (b.) by a corporation described under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law).

D. It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986 as now in force or thereafter amended. Accordingly, no part of the affairs of this corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of this corporation.

ARTICLE IX

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of a majority of the members, as set forth in the bylaws, at any regular or special meeting of the membership called for such purpose in accordance with the provisions of the bylaws.

ARTICLE X

DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this corporation, dispose of all of the assets of this corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, 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 Service Code of 1986 as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law), or to the federal, state or local government, as the members shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 1540 International Parkway, Suite 2000, Lake Mary, Florida 32746, and the initial registered agent of this Corporation at that address shall be SHARON SPANO. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

ARTICLE XII

INCORPORATOR

The name and street address of the person signing these articles as incorporator is:

Sharon Spano
1540 International Parkway, Suite 2000
Lake Mary, Florida 32746

ARTICLE XIII

BYLAWS

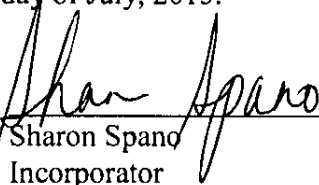
The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XIV

HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true. The undersigned is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, F.S. and does hereby subscribe thereto and hereunto set her name and seal this 15th day of July, 2015.

 (SEAL)
Sharon Spano
Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

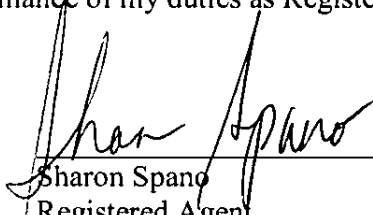
In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

MICHAEL SPANO FOUNDATION, INC. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 1540 International Parkway, Suite 2000, Lake Mary, Florida 32746, has named and designated: **SHARON SPANO**, with its registered office located at: 1540 International Parkway, Suite 2000, Lake Mary, Florida 32746, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for **MICHAEL SPANO FOUNDATION, INC.** (the "Corporation") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 15th day of July, 2015.



Sharon Spano
Registered Agent