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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Clark West and Elliott Mitchell Family Foundation**

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**ARTICLES OF INCORPORATION  
OF  
CLARK WEST AND ELLIOTT MITCHELL FAMILY FOUNDATION, INC.**

The undersigned incorporators, George Elliott Mitchell and Herbert Clark West, natural persons competent to contract, hereby present these Articles of Incorporation as the Articles of Incorporation of Clark West and Elliott Mitchell Family Foundation, Inc. (the "Articles") for formation of a corporation not for profit under the provisions of Chapter 617, *Florida Statutes*.

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the corporation is Clark West and Elliott Mitchell Family Foundation, Inc. (the "Corporation"), and the initial principal office and mailing address of the Corporation is 258 Golden Gate Point, Unit 601, Sarasota, FL 34236.

**ARTICLE II - PURPOSE**

The purposes for which the Corporation is organized shall be as follows:

(a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the applicable Treasury Regulations as they now exist or may hereafter be amended.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no trustee or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

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### **ARTICLE III – PRIVATE FOUNDATION CLASSIFICATION**

In the event that the Corporation is classified as a private foundation as described in Section 509 of the Internal Revenue Code of 1986, as amended, then the following paragraphs shall apply:

(a) The Corporation shall distribute or apply its income for each taxable 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 Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

### **ARTICLE IV – MEMBERSHIP**

The members of the Corporation shall be George Elliott Mitchell ("Elliott") and Herbert Clark West ("Clark"). Upon the death or incapacity of Elliott or Clark, the other shall serve as the sole member. The last to serve of Elliott and Clark shall appoint a successor member or members.

### **ARTICLE V – TERM OF EXISTENCE**

The term of existence of the Corporation shall be perpetual until terminated pursuant to these Articles, the bylaws of the Corporation, and applicable law.

### **ARTICLE VI – INCORPORATORS**

The names and addresses of the incorporators are as follows:

George Elliott Mitchell	258 Golden Gate Point, Unit 601 Sarasota, FL 34236
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Herbert Clark West                      258 Golden Gate Point, Unit 601  
Sarasota, FL 34236

#### **ARTICLE VII – BOARD OF TRUSTEES**

The affairs of the Corporation shall be managed by a Board of Trustees, who shall be appointed by the members or member. The duties, authority and responsibilities of the trustees shall be the same as corporate directors. The term of the trustees shall be as provided in the bylaws of the Corporation.

The Corporation shall have three (3) trustees initially. The number of trustees may be either increased or diminished from time to time as provided in the bylaws of the Corporation, but there shall never be less than three (3) trustees. The names and addresses of the initial trustees of the Corporation are as follows:

George Elliott Mitchell	258 Golden Gate Point, Unit 601 Sarasota, FL 34236
Herbert Clark West	258 Golden Gate Point, Unit 601 Sarasota, FL 34236
Randell Gaw Johnson, Ph.D.	7459 Biltmore Drive Sarasota, FL 34231

#### **ARTICLE VIII – AMENDMENT**

Any provision contained in these Articles of Incorporation may be altered, amended or repealed only by the members or member of the Corporation.

#### **ARTICLE IX – BYLAWS**

Unless otherwise provided in the bylaws of the Corporation, the bylaws of the Corporation are to be made, altered, amended, or repealed only by the members or member of the Corporation.

#### **ARTICLE X – DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed, in the manner determined by the Board of Trustees of the Corporation, solely to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereinafter be amended.

No trustee or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

**ARTICLE XI - REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 258 Golden Gate Point, Unit 601, Sarasota, FL 34236, and the name of the registered agent at that address is George Elliott Mitchell.

**ARTICLE XII - EFFECTIVE DATE**

The effective date of these Articles shall be the date these Articles are filed with the office of the Department of State of the State of Florida.

*[Signature Page Follows]*

The undersigned incorporators have executed these Articles of Incorporation on the dates set forth below.

**INCORPORATORS:**

  
GEORGE ELLIOTT MITCHELL

Date: August 10 2015.

  
HERBERT CLARK WEST

Date: August 10 2015.

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of Clark West and Elliott Mitchell Family Foundation, Inc. Further, I am familiar with and accept the duties and obligations of such designation.

  
GEORGE ELLIOTT MITCHELL

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[Signature Page of Articles of Incorporation of  
Clark West and Elliott Mitchell Family Foundation, Inc.]