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T CANNON

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October 30, 2015

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

Re: The Stone Foundation, Inc.

Dear Sir or Madam:

Enclosed for filing is an original and one copy of the Articles of Incorporation for The Stone Foundation, Inc. and a check for the filing fee in the amount of \$70.

We appreciate your returning a file-stamped copy in the self-addressed stamped envelope.

Very truly yours,

CLARK HILL PLC



Deanna M. Deldin

Enclosures

cc: Marcia Klein

**ARTICLES OF INCORPORATION
OF
THE STONE FOUNDATION, INC.**

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ARTICLE I: NAME

The name of the corporation shall be: The Stone Foundation, Inc. (the "Corporation").

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

585 Hornblower Lane
Longboat Key, Florida 34228

ARTICLE III: PURPOSE

The Corporation is organized exclusively for the purpose of receiving and administering funds for charitable, educational and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code (the "Code"), by supporting schools and educational activities, community activities, musical education, medical research and Jewish welfare, and conducting all activities incidental or necessary to accomplishing the foregoing purposes or otherwise permitted by Section 501(c)(3) of the Code.

The Corporation will at all times be conducted as an organization described in Section 501(c)(3) of the Code. The Corporation will not carry on any activities which are not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) a corporation eligible to receive tax deductible contributions under Section 170(c) and Section 2055, Section 2522 or Section 2106 of the Code, or (c) a nonprofit corporation organized under the laws of the State of Florida pursuant to the Florida Not For Profit Corporation Act.

No part of the assets or net earnings of the Corporation may inure to the benefit of or be distributable to its Directors, officers, or other private persons; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable purposes.

No substantial part of the activities of the Corporation will be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation will not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office and will not publish or distribute statements relating to political campaigns.

Additional rights and limitations of the Members and Directors are set forth in the Corporation's Bylaws.

ARTICLE VII: PRIVATE FOUNDATION STATUS

- A. The Corporation will distribute its income at a time and in a manner so that it does not become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- B. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- C. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.
- D. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code.
- E. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VIII: REGISTERED AGENT

The initial registered agent is Marcia S. Klein. The address, including street and number, of the initial registered office of the Corporation is: 585 Hornblower Lane, Longboat Key, Florida 34228.

ARTICLE IX: DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Corporation will distribute all remaining assets of the Corporation for a purpose or to an organization or organizations described in Section 501(c)(3) of the Code.

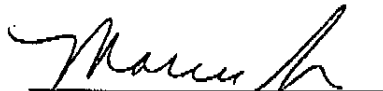
ARTICLE X: INCORPORATOR

The name and address of the incorporator is: Marcia S. Klein, 585 Hornblower Lane, Longboat Key, Florida 34228.

ARTICLE XI: AMENDMENT OF ARTICLES OF INCORPORATION

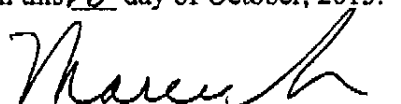
These Articles may be amended or repealed upon the vote of a majority of the Members entitled to vote at an annual or special meeting and present at such meeting or represented by proxy.

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.


Marcia S. Klein

10-18-15
Date

The undersigned subscribes these Articles of Incorporation this 18 day of October, 2015.


Marcia S. Klein, Incorporator

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ARTICLE IV: MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as stated in the Corporation's Bylaws.

ARTICLE V: INITIAL DIRECTORS

The Corporation shall have at least three directors who shall be elected or appointed as provided in the Bylaws of the Corporation. The number of directors may be increased or directed from time to time, but there shall be at least three directors at all times. The number of directors constituting the initial Board of Directors is three and the names and addresses, including the street and number of the persons who are to serve as the initial directors until the organizational meeting or until their successors are elected are as follows:

<u>Name</u>	<u>Address</u>
Marcia S. Klein	585 Hornblower Lane, Longboat Key, Florida 34228
Stacy Schaeffler	1069 Coolidge Avenue, Clawson, Michigan 48017
Mitchell Schwartz	504 Parkdale Avenue, Royal Oak, Michigan 48067

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ARTICLE VI: MEMBERS

The Corporation is organized on a non-stock membership basis. Marcia S. Klein will be the initial member of the Corporation (the "Initial Member"). The Initial Member will serve until her death, incapacity or resignation as hereinafter provided.

Upon the death, incapacity or resignation of the Initial Member, her then-living Adult Descendants will succeed as Members and Directors upon providing written notice to the Board of Directors of their willingness to serve, and each will serve until his or her death, incapacity, inability to act or unwillingness to serve, or resignation. An Adult Descendant is a descendant of the Initial Member who is eighteen years of age or older. Descendants of the Initial Member who are under the age of eighteen or unborn at the time the Initial Member ceases to serve as a Member will become a Member and Director upon reaching the age of eighteen and providing notice of his or her willingness to serve as Member and Director to the Board of Directors.

The determination of whether a Member and Director is unable to act or unwilling to serve will be made by a majority vote of the remaining Members. A Member and Director will be deemed unable to act or unwilling to serve in both capacities if he or she has failed to perform his or her duties or failed to attend or participate in three consecutive meetings without being excused by the remaining Members and Directors.

Any Member or Director may resign by written notice to the Corporation. The resignation will be effective upon its receipt by the Corporation or a subsequent time as set forth in the notice of resignation.