

West Palm Beach

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Dalton Family Foundation, Inc.

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ARTICLES OF INCORPORATION

OF

DALTON FAMILY FOUNDATION, INC.,
a Florida not-for-profit corporation
in compliance with Chapter 617, F.S.

ARTICLE I - NAME

The name of this corporation shall be DALTON FAMILY FOUNDATION, INC. (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 777 South Flagler Drive, 12th Floor, West Palm Beach, Florida 33401.

ARTICLE III - PURPOSES

The purposes for which this Corporation is organized are as follows:

1. The Corporation is organized and shall operate exclusively for charitable, educational, religious and scientific purposes; including, without limitation, for 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, as amended (the "Code") (or any corresponding provisions of succeeding law), transfers to which are deductible for income and death tax purposes pursuant to the provisions of sections 170(a) and 2055(a) of the Code, and the Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt charitable, educational, religious and scientific purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

2. As a means and incidental to accomplishing the purposes for which the Corporation is being organized, it shall have the following powers:

(a) to accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated;

(b) to sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law; and

(c) to borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of

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the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated;

(d) to invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift;

(e) to serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

(f) in general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

3. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Code section 501(c)(3) (or any corresponding provisions of succeeding law) and the Treasury Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time.

4. No part of the income or earnings of the Corporation shall inure to the benefit of or be distributed to any director or officer of the Corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code section 501(c)(3) (or any corresponding provisions of succeeding law). Reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or earnings.

5. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

6. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no director or officer of the Corporation or any other private individual shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Code section 501(c)(3) (or any corresponding provisions of succeeding law). Officers and Directors may be reasonably compensated for their services in winding up, liquidating and dissolving this Corporation.

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ARTICLE IV - MANNER OF ELECTION

The manner in which the Directors shall be elected, removed and replaced shall be set forth in the Bylaws of the Corporation.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The Corporation shall have at least three (3) Directors. The number of Directors may be increased or decreased from time to time in the manner provided in the Corporation's Bylaws, but shall never be less than three (3). The names and addresses of the initial Directors of the Corporation are as follows:

NAME AND ADDRESS

NATHANIAL DALTON
c/o Affiliated Managers Group, Inc.
Attn: Ms. Elizabeth Pernicka
777 South Flagler Drive, 12th Floor
West Palm Beach, FL 33401

AMY G. DALTON
c/o Affiliated Managers Group, Inc.
Attn: Ms. Elizabeth Pernicka
777 South Flagler Drive, 12th Floor
West Palm Beach, FL 33401

STEPHEN G. VOGELSANG
c/o Gunster
777 South Flagler Drive, Ste. 500E
West Palm Beach, FL 33401

ARTICLE V - INITIAL OFFICERS

The names and addresses of the initial Officers of the Corporation are as follows:

<u>NAME AND ADDRESS</u>	<u>OFFICE</u>
NATHANIAL DALTON 777 South Flagler Drive, 12 th Floor West Palm Beach, FL 33401	President
AMY G. DALTON 777 South Flagler Drive, 12 th Floor West Palm Beach, FL 33401	Vice President
STEPHEN G. VOGELSANG c/o Gunster	Secretary

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777 South Flagler Drive, Ste. 500E
West Palm Beach, FL 33401

AMY G. DALTON
777 South Flagler Drive, 12th Floor
West Palm Beach, FL 33401

Treasurer

ARTICLE VI - EXEMPT STATUS; PROHIBITED TRANSACTIONS

Reference in this Article to a Code section shall also include any corresponding provisions of succeeding law and the Treasury Regulations thereunder.

1. The Corporation shall not exercise in any manner or for any purpose any power of authority granted herein which may jeopardize the status of the Corporation as an exempt organization under Code section 501(c)(3).

2. The Corporation, during the period it is a "private foundation" as defined in Code section 509(a), shall not:

(a) engage in any act of "self-dealing", as defined in Code section 4941(d), which would give rise to any liability for the tax imposed by Code section 4941;

(b) retain any "excess business holdings", as defined in Code section 4943(c), which would give rise to any liability for the tax imposed by Code section 4943;

(c) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code section 4944, so as to give rise to any liability for the tax imposed by Code section 4944; and

(d) make any "taxable expenditures", as defined in Code section 4945(d), which would give rise to any liability for the tax imposed by Code section 4945.

3. The Corporation, during the period it is a "private foundation", as defined in Code section 509(a), shall distribute, for the purposes specified in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Code section 4942.

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of the Corporation is as follows:

STEPHEN G. VOGELSANG, ESQ.
c/o Gunster
777 South Flagler Drive, Ste. 500E
West Palm Beach, FL 33401

West Palm Beach

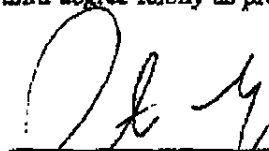
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IN WITNESS WHEREOF, the undersigned submits this document and affirms that the facts stated herein are true, and that he is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in section 817.155, F.S.



STEPHEN G. VOGELSANG, ESQ.
Incorporator

Dated: November 16, 2015

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**CERTIFICATE OF DESIGNATION
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 DALTON FAMILY FOUNDATION, INC.
2. The name and address of the Registered Agent and Registered office is:

GY CORPORATE SERVICES, INC.
600 Brickell Avenue, Ste. 3500
Miami, FL 33131

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 PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

GY CORPORATE SERVICES, INC.

By: 
Stephen G. Vogelsang, Vice President

DATE: November 16, 2015