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FEB 25 2016

T SCHROEDER

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PHIL ESPOSITO FAMILY FOUNDATION,

INC.

Signature \_\_\_\_\_

Requested by: BA

2/25/16

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- ☒ Art of Inc. File \_\_\_\_\_
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- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
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- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
PHIL ESPOSITO FAMILY FOUNDATION, Inc.**

The undersigned incorporator, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

**ARTICLE I.  
NAME**

The name of the corporation is **PHIL ESPOSITO FAMILY FOUNDATION, Inc.**

**ARTICLE II.  
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the corporation shall commence on the date on which the Articles of Incorporation are filed with the Division of Corporations of the Florida Department of State.

**ARTICLE III.  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation and the mailing address of the corporation is 501 West Euclid Avenue, Tampa, Florida 33602.

**ARTICLE IV.  
PURPOSES**

The corporation is organized and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section or provision of any future Internal Revenue Code. The corporation may receive contributions and pay them over to organizations which are described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 or the corresponding section or provision of any future Internal Revenue Code. Further, the corporation may also raise, receive, maintain for a reasonable period of time, and disburse a fund or funds for any one or more of the lawful purposes of the corporation not inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section or provision of any future Internal Revenue Code; however, the corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section or provision of any future Internal Revenue Code are not permitted to engage.

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**ARTICLE V.  
MEMBERS**

The corporation shall have no members whatsoever.

**ARTICLE VI.  
BOARD OF DIRECTORS**

The business and property of the corporation shall be managed solely and exclusively by a board of directors which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the corporation. The number of directors shall be set at three (3) and there shall not be any more nor any less than three (3) members of the board of directors at any time. The board of directors shall consist of three (3) classes which three (3) classes shall be designated Class I, Class II, and Class III, respectively.

Class I shall never be comprised of more than one (1) member of the board of directors nor less than one (1) member of the board of directors.

Class II shall never be comprised of more than one (1) member of the board of directors nor less than one (1) member of the board of directors.

Class III shall never be comprised of more than one (1) member of the board of directors nor less than one (1) member of the board of directors.

The initial, respective terms of Class I, Class II, and Class III, shall expire (as to Class I only) at the first (the 2017 annual meeting of the board of directors of the corporation), (as to Class II only) at the second (the 2018 annual meeting of the board of directors of the corporation), and (as to Class III only) at the third (the 2019 annual meeting of the board of directors of the corporation) next immediately following annual meetings of the board of directors of the corporation.

The incorporator of the corporation shall hold an organizational meeting to elect the three (3) initial members of the board of directors of the corporation which three (3) initial members of the board of directors shall complete the organization of the corporation. Upon the expiration of the term of each member of the board of directors, the board of directors of the corporation shall elect a successor director. Each successor director and all subsequent directors shall serve for a term of three (3) years and shall hold office until his or her successor shall have been elected and qualified. The board of directors of the corporation shall elect directors and shall fill any vacancy caused by the expiration of a director's term of office or by a director's death, resignation, or removal from office at any annual, regular, or special meeting of the board of directors of the

corporation. Each director elected to fill any vacancies caused by a director's death, resignation, or removal shall serve for the balance of the term of the director who is being replaced. Directors shall not be compensated for the performance of their duties as directors, but may be reimbursed for expenses incurred in the performance of their duties as directors as determined by the board of directors of the corporation. The board of directors of the corporation shall, by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present, have the right to remove, with or without cause, any director and to replace any director so removed. A quorum shall consist of a majority of the membership of the board of directors of the corporation

## **ARTICLE VII. OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be members of the board of directors of the corporation. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

## **ARTICLE VIII. ADVISORY BOARD**

The board of directors of the corporation, by resolution adopted by a majority of all of the members of the board of directors, may establish an advisory board. The advisory board shall consist of persons who have expressed an interest in, an attachment to, and a desire to advance the purposes and principles of, the corporation. Each member of the advisory board shall serve at the pleasure of the board of directors. The board of directors may remove any member of the advisory board at any time, with or without cause, and the board of directors may fill all vacancies that may arise on the advisory board. The advisory board shall advise the board of directors on any matters on which the board of directors shall have requested the opinion of the advisory board. The advisory board shall not have nor shall it exercise any powers of the board of directors nor shall the advisory board have any power to bind the corporation in any manner.

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**ARTICLE IX.  
LIMITATIONS AND PROHIBITED ACTIVITIES**

The corporation shall be bound by the following:

A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity;

B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section or provision of any future Internal Revenue Code;

C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding section or provision of any future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively;

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

E. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE X.  
INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

**ARTICLE XI.  
BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present. A quorum shall consist of a majority of the membership of the board of directors of the corporation.

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**ARTICLE XII.  
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is John F. Wendel, 5304 South Florida Avenue, Suite 404, Lakeland, Florida 33813.

**ARTICLE XIII.  
INCORPORATOR**

The name and address of the sole incorporator of this corporation is John F. Wendel, 5304 South Florida Avenue, Suite 404, Lakeland, Florida 33813.

**ARTICLE XIV.  
AMENDMENTS TO  
ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present. A quorum shall consist of a majority of the membership of the board of directors of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 24<sup>th</sup> day of February, 2016.

  
\_\_\_\_\_  
John F. Wendel, Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, John F. Wendel, having been named to serve as registered agent for **PHIL ESPOSITO FAMILY FOUNDATION, Inc.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 24<sup>th</sup> day of February, 2016.

  
\_\_\_\_\_  
John F. Wendel, Registered Agent

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