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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 26 2016

T SCHROEDER

COVER LETTER

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

SUBJECT: Clements-Handy Foundation, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Robert P. Saltsman - Director
Name (Printed or typed)

P.O. Box 2146
Address

WINTER PARK, FL 32790
City, State & Zip

407-647-2899
Daytime Telephone number

nancy@saltsmanpa.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
CLEMENTS-HANDY FOUNDATION, INC.

(a nonprofit corporation)

The undersigned, acting as the incorporator of a corporation under the provisions of Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE 1
NAME AND PRINCIPLE ADDRESS

The name of the corporation is "Clements-Handy Foundation, Inc. (hereinafter referred to as the Corporation") and the principle address is 222 South Pennsylvania Avenue, Suite 200, Winter Park, Florida..

ARTICLE 2
DURATION

The Corporation has perpetual existence.

ARTICLE 3
ADDRESS OF REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 222 S. Pennsylvania Avenue, Suite 200, Winter Park, Florida 32789. The name of the initial registered agent of the Corporation at such address is Robert P. Saltzman.

ARTICLE 4
PURPOSES AND POWERS

4.1 Purposes. The Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). The Corporation will be dedicated to promoting and gifting to qualified public charities dedicated in large part to promote education and the arts.

4.2 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers that now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

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ARTICLE 5 LIMITATIONS

5.1 Permitted Activities. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income tax under Section 501(a) and described in Section 501(c)(3) of the Code or the corresponding provision of any future federal tax law, or (b) an organization contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future federal tax law.

5.2 Legislative and Political Activity. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or the corresponding provision of any future federal tax law. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

5.3 No Inurement to Private Persons. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, or other private person, except that the Corporation is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

5.4 Private Foundation Excise Tax Limitations.

(a) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provision of any subsequent federal tax law.

(b) The Corporation shall distribute 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 Code or corresponding provision of any subsequent federal tax law.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provision of any subsequent federal tax law.

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

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provision of any subsequent federal tax law.

ARTICLE 6 MEMBERS

The Corporation shall have no members.

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ARTICLE 7 DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The method of election of Directors shall be stated in the Bylaws. The number of directors constituting the initial Board of Directors of the Corporation shall be three (3) directors. The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Barbara Heller	222 S. Pennsylvania Ave., Suite 200, Winter Park, FL 32789
F. Philip Handy	222 S. Pennsylvania Ave., Suite 200, Winter Park, FL 32789
Robert P. Saltsman	222 S. Pennsylvania Ave., Suite 200, Winter Park, FL 32789

ARTICLE 8 DIRECTOR LIABILITY LIMITATIONS

8.1 Immunity from Liability. A director of the Corporation shall have such immunity from liability as is granted under federal and Florida state law, including without limitation, if applicable, the Federal Volunteer Protection Act.

8.2 Liability to the Corporation. No director of the Corporation shall be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a director, except for (a) acts or omissions involving intentional misconduct or a knowing violation of law by the director, (b) a director's vote or assent to a distribution which is unlawful or violates the requirements of these Articles of Incorporation, or (c) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If the Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director shall be deemed eliminated or limited to the full extent permitted by the Act, as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation with respect to an act or omission of such director occurring prior to such repeal or modification.

ARTICLE 9 INDEMNIFICATION OF DIRECTORS

9.1 Authorized Indemnification and Advancement of Expenses. As authorized by Fla. St. 617.0831 and 617.0834, the Corporation shall:

(a) Indemnify its directors to the full extent permitted by the Act now or hereafter in force; and

(b) Advance reasonable expenses incurred by a director who is a party to a proceeding in advance of final disposition of the proceeding.

However, such indemnity and advancement of expenses shall not apply on account of:

(i) Acts or omissions of the director finally adjudged to be intentional misconduct or a knowing violation of law;

(ii) Conduct of the director finally adjudged to be in violation of Fla. St. 617.0834, as applicable to corporations formed under the Act;

(iii) Any transaction with respect to which it was finally adjudged that the director personally received a benefit in money, property, or services to which the director was not legally entitled.

Notwithstanding the foregoing, no indemnification shall be provided under this Article if payment of any such amount would result in an act of self-dealing as defined in Section 4941(d) of the Code or corresponding provision of any future federal tax law.

9.2 Procedure. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. The Board of Directors is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law to implement these provisions. Such Bylaws, resolutions, contracts or further arrangements shall include but not be limited to establishing the procedures and implementing the manner in which determinations as to any indemnity or advancement of expenses shall be made.

9.3 Amendment. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification or advancement of expenses provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

9.4 Severability. If any provision or application of this Article shall be invalid or unenforceable, the remainder of this Article and its remaining applications shall not be affected thereby, and shall continue in full force and effect.

ARTICLE 10 BYLAWS

Bylaws of the Corporation may be adopted by the Board of Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal bylaws is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors.

ARTICLE 11 DISSOLUTION

No member (other than a member that is an organization described in section 501(c)(3) of the Code), director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon the winding up or dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed for one

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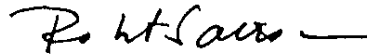
or more exempt purposes within the meaning of Section 501(c)(3) of the Code or the corresponding provision of any future federal tax law or to a government unit within the meaning of Sections 170(b)(1)(A)(v) and 170(c)(1) of the Code or the corresponding provision of any future federal tax law for a public purpose.

ARTICLE 12 INCORPORATOR

The name and address of the incorporator is as follows:

Robert P. Saltsman 222 S. Pennsylvania Avenue, Suite 200, Winter Park, FL 32789

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation this 17 day of March, 2016.



Robert P. Saltsman, Incorporator

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

Robert P. Saltsman hereby consents to serve as registered agent, in the State of Florida, for Clements-Handy Foundation, Inc (the "**Corporation**"). I understand that as agent for the Corporation, it will be my responsibility to accept service of process in the name of the Corporation; to forward all mail and license renewals to the appropriate officer(s) of the Corporation; and to notify the Office of the Secretary of State immediately of my resignation or of any changes in the address of the registered office of the Corporation for which I am agent.

Date: March 17, 2016.


Robert P. Saltsman

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