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WILLIAMS  COULSON  
ATTORNEYS AT LAW

ONE GATEWAY CENTER  
420 FORT DUQUESNE BOULEVARD • 16<sup>th</sup> FLOOR  
PITTSBURGH, PA 15222

(412) 454-0200 • FAX: (412) 281-6622

DANIEL P. JOHNSON  
(412) 454-0224  
djohnson@williams-coulson.com

May 17, 2016

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Tom Lutz Foundation, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for the above-referenced entity along with a check in the amount of \$70.00 for the filing fee. Please contact the undersigned with any questions or if further information is required.

Sincerely,



Daniel P. Johnson

*DPJ:sp*

*Enclosures*

## COVER LETTER

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

SUBJECT: Tom Lutz 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: Raymond P. Parker, Esq./Williams Coulson  
Name (Printed or typed)

One Gateway Center, 16th Floor, 420 Ft. Duquesne Blvd.  
Address

Pittsburgh, PA 15222

City, State & Zip

(412) 454-0200

Daytime Telephone number

djohnson@williams coulson.com  
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

16 JUN -6 PM 4:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 26, 2016

DANIEL P. JOHNSON  
420 FORT DUQUESNE BLVD 16TH FLOOR  
PITTSBURG, PA 15222

SUBJECT: TOM LUTZ FOUNDATION, INC.  
Ref. Number: W16000038965

We have received your document for TOM LUTZ FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Jessica A Fason  
Regulatory Specialist II

Letter Number: 916A00011219

## **ARTICLES OF INCORPORATION**

In compliance with Chapter 617, F.S., (Not for Profit)

### **ARTICLE I      NAME**

The name of the corporation shall be as follows: Tom Lutz Foundation, Inc.

### **ARTICLE II      PRINCIPAL OFFICE**

56 Osprey Circle  
Palm Coast, FL 32137-4527

### **ARTICLE III      PURPOSE**

The purpose for which the corporation is organized is to operate exclusively for religious, charitable, scientific, literary and educational purposes within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Solely for the above purposes, and without otherwise limiting its powers, the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations. The specific charitable mission of the corporation is to support specific projects and programs that directly benefit individuals within Flagler County, Florida, and its surrounding communities, by making distributions to other charitable organizations that seek to help people with social and human services needs not generally available to them including, but not limited to, people with special needs who have difficulty living independently.

### **ARTICLE IV      MANNER OF ELECTION**

The bylaws of the Tom Lutz Foundation, Inc. provide that the directors are elected.

### **ARTICLE V      INITIAL OFFICERS AND/OR DIRECTORS**

Thomas P. Lutz, Director  
56 Osprey Circle  
Palm Coast, FL 32137-4527

Edward A. Geppner, Director  
58 Osprey Circle  
Palm Coast, FL 32137

Christopher L. Korbich, Director  
47 Osprey Circle  
Palm Coast, FL 32137

FILED  
16 JUN -6 PM 2:01  
CLERK OF DISTRICT COURT  
JULY 10 2016

**ARTICLE VI**      **REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Thomas P. Lutz  
56 Osprey Circle  
Palm Coast, FL 32137-4527

**ARTICLE VII**      **INCORPORATOR**

The name and address of the Incorporator is:

Raymond P. Parker, Esq.  
One Gateway Center, 16<sup>th</sup> Floor  
420 Fort Duquesne Blvd.  
Pittsburgh, PA 15222

**ARTICLE VIII**      **COMPLIANCE WITH SECTION 508(e) OF THE I.R.C.**

Pursuant to the provisions of Section 508(e) of the Internal Revenue Code of 1986, as amended (the "Code"), (a) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942; (b) the Corporation shall not engage in any act of self-dealing within the meaning of Code Section 4941(d); (c) the Corporation shall not retain any excess business holdings, as defined in Code Section 4943; (d) the Corporation shall not make any investments in such manner as to subject the Corporation to tax under Code Section 4944; and (e) the Corporation shall not make any taxable expenditures, as defined in Code Section 4945(d).

**ARTICLE IX**      **CORPORATE OPERATIONS**


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

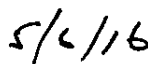
Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of

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


The Directors shall be elected by majority vote of the then serving members of the Board of Directors and shall serve until the next annual meeting of the Board of Directors of the Corporation. The Board of Directors shall have no fewer than three (3) members. The number of members of the Board of Directors of the Corporation may be increased or decreased from time to time by the vote of a majority of the then current members of the Board of Directors present at a duly qualified meeting of the Directors of the Corporation at which a quorum is present; provided, however, that the Board of Directors shall have no fewer than three (3) members. Directors shall serve until their successors shall have been duly appointed or elected and qualified, or until their earlier death, resignation or removal from office. In the event that the term of any Director of the Corporation shall expire without his being appointed or elected for another term and no successor to such Director shall have become appointed or elected and qualified, such Director shall continue to hold office until his successor shall be appointed or elected and qualified.

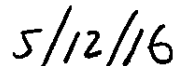
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Signature of Registered Agent  
Thomas P. Lotz

  
\_\_\_\_\_  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
\_\_\_\_\_  
Signature of Incorporator  
Raymond P. Parker

  
\_\_\_\_\_  
Date