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ACCOUNT NO. : I20000000195

REFERENCE : 212791 7824295

AUTHORIZATION :



COST LIMIT : \$ 70.00

ORDER DATE : July 12, 2016

ORDER TIME : 11:45 AM

ORDER NO. : 212791-005

CUSTOMER NO: 7824295

DOMESTIC FILING

NAME: WELLINGTON OPEN LAND
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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**ARTICLES OF INCORPORATION
OF
WELLINGTON OPEN LAND FOUNDATION, INC.
(A Not-For-Profit Corporation)**

16 JUL 12 AM 9:44

The undersigned, acting as Incorporator of **WELLINGTON OPEN LAND FOUNDATION, INC.** (the "Foundation"), a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation ("Articles of Incorporation") for the Foundation:

**ARTICLE I
NAME AND ADDRESS**

The name of the Foundation shall be WELLINGTON OPEN LAND FOUNDATION, INC. The initial principal office and the mailing address shall be: Wellington Open Land Foundation, Inc. – c/o Ms. Annabelle K. Garrett, 5051 138th Trail South Wellington, Florida 33449.

**ARTICLE II
PURPOSE**

A. The Foundation shall be a nonprofit corporation and is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding section of any future federal tax code. More specifically, the charitable purpose of the Foundation is to preserve, acquire, maintain, conserve and protect, free from development, interests in land in Wellington, Florida and the surrounding areas of Palm Beach County, Florida (including farmland, scenic land, open spaces, special wildlife habitats, woodlands, wetlands, etc.) and water bodies that (i) promote scenic beauty, natural environment and rural landscapes and/or (ii) protect and enhance the local environment in order to sustain plants, animals, birds, other wildlife and natural resources.

B. No part of the net earnings of the Foundation shall inure or be payable to or for the benefit of any private member, or individual, and no substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation. No part of the activities of the Foundation shall be the participation in, or intervention in (including, but not limited to, the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

C. With respect to any distribution of the Foundation to another charitable organization or termination of the Foundation, the Board of Directors ("Board") shall distribute the assets of the Foundation, and any net income thereon, to one or more organizations organized and operated exclusively for charitable or educational purposes which shall at the time of such distribution qualify as exempt organizations under section 501(c)(3) of the Code; provided, however, that no distribution shall be made to any organization that would (a) impair or destroy the tax exempt status of the Foundation, (b) impair or destroy the deductibility for federal income, gift or estate tax purposes of any contributions theretofore made to the Foundation, or (c) subject any contribution theretofore made to the Foundation to federal gift or estate taxes.

D. It is intended that the Foundation shall at all times comply with applicable law and shall be exempt, to the extent permitted by law, from federal income and estate taxes and that contributions to the Foundation, to the extent permitted by law, shall be deductible for federal income, gift and estate tax purposes and shall not be subject to federal gift or estate taxes. To that end, the provisions of these Articles of Incorporation may be amended by the Board at any time or times in order to comply with the applicable law and to secure and assure initial and continued approval of the Foundation as a tax-exempt nonprofit corporation by the Treasury Department, Internal Revenue Service, and/or any other bureau, department, agency or office of the United States government, and any such amendment so made shall take effect retroactively to the extent so required. The Board is expressly authorized to make, alter or repeal the Bylaws of the Foundation; provided, however, that no amendment or change in the charitable purpose and restrictions set forth in this Article shall be made except as provided in this Article.

E. In furtherance thereof, the Foundation may receive property by gift, devise or bequest, and apply the income and principal thereof, as the Board may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious, charitable, scientific, literary or educational purposes, and engage in any lawful activity for which not-for-profit's corporations may be organized under Florida law.

F. In furtherance of its corporate purpose, the Foundation shall have all the general powers enumerated in Chapter 617 of the Florida Statutes, as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

ARTICLE III **LIMITATIONS**

A. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to any director or officer of the Foundation, or any other private person, except that the Foundation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in this Certificate of Incorporation, and reasonable reimbursements and compensation may be paid for services rendered to or for the Foundation affecting its purposes.

B. No substantial part of the activities of the Foundation shall be the carrying on of any propaganda, or otherwise attempting to influence legislation as defined in Section 4945 of the Code and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office.

C. Any provision of these Articles of Incorporation or the Bylaws of the Foundation to the contrary notwithstanding, during such period, or periods, of time as the Foundation is treated as a "private foundation" pursuant to Section 509 of the Code, the Board and Members shall not:

- a. Engage in any act of self-dealing as defined in section 4941(d) of the Code;
- b. Distribute income and principal of the Foundation at such times and in such manner so as to subject the Foundation to the tax imposed by section 4942 of the Code;
- c. Retain any excess business holdings as defined in section 4943 of the Code;
- d. Make any investments in a manner that subjects the Foundation to the tax imposed by section 4944 of the Code; and
- e. Make any taxable expenditures as defined in section 4945(d) of the Code.

D. Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, carry on any activity not permitted

to be carried on by a not-for-profit corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or carry on any activity not permitted to be carried on by a non-for-profit corporation organized under the laws of the State of Florida pursuant to the provisions of Florida law.

E. The Foundation shall not have (i) any capital stock, (ii) the authority to issue capital stock or (iii) shareholders.

ARTICLE IV **INCORPORATOR**

The name of the Incorporator of this Foundation is William D. Brick, and the address of said Incorporator is c/o Brick & Patel LLP, 1290 Avenue of the Americas, 34th Fl., New York, NY 10104.

ARTICLE V **MEMBERS**

A. The Foundation may have one or more Members. The Foundation shall have only one class of Members. The conditions of membership shall be stated in the Bylaws for the Foundation.

B. The initial Members of the Foundation are Annabelle K Garrett, Maria Mendelsohn, Michael J. Napoleone and Andrew Carduner.

C. The Members may select successor Members and shall have such powers as provided in the Bylaws.

ARTICLE VI **BOARD OF DIRECTORS**

A. The Board shall be elected or appointed in the manner set forth in the Bylaws of the Foundation.

B. The number of persons constituting the initial Board shall be three (3). The number of Directors shall be determined as provided in the Bylaws of the Foundation. The names and addresses of the initial Board are as follows:

Names and Addresses:

Annabelle K Garrett
5051 138th Trail South
Wellington, FL 33449

Maria Mendelsohn
10680 W Forest Hill Blvd., Suite 220
Wellington, FL 33414

Michael J. Napolcone
899 Forest Glen Lane
Wellington, FL 33414

Andrew Carduner
2864 Winding Oaks Lane
Wellington, FL 33414

ARTICLE VII
BYLAWS

Bylaws shall be adopted, altered, amended or repealed by majority vote of the Board and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Foundation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE VIII
DISSOLUTION

In the event of dissolution or final liquidation of the Foundation, the Board shall perform all necessary acts required by Florida law. All of the remaining assets and property of the Foundation shall, after paying or making provision for the payment of all the liabilities and obligations of the Foundation and for necessary expenses thereof, be distributed (i) to the Federal government, (ii) to a state or local government, for a public purpose or (iii) to such exempt organization or organizations under Section 501(c)(3) of the Code as the Board shall determine or if there are no directors, then as set forth in the Bylaws of the Foundation. Any such asset not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the office of the registered agent of the Foundation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes, considering charities previously supported by the

Foundation. In no event shall any of such assets or property be distributed to any member, director or officer or any private individual.

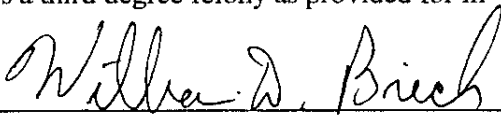
ARTICLE IX
REGISTERED OFFICE AND AGENT

The street and mailing address of the registered office of the Foundation is 1201 Hays Street, Tallahassee, FL 32301, and the name of the registered agent of the Foundation at that address is Corporation Service Company.

ARTICLE X
MISCELLANEOUS

The Foundation shall have perpetual existence.

IN WITNESS WHEREOF, I submit this document this 1st day of July, 2016 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.



William D. Brick, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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

Corporation Service Company

By:  _____
Required Signature of Registered Agent

Melissa Zender
Asst. Vice President

7/12/16

Date

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