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**ARTICLES OF INCORPORATION
OF
THE RON AND NANCY ROSNER CHARITABLE FOUNDATION, INC.**

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**ARTICLE I
NAME**

The name of the corporation is The Ron and Nancy Rosner Charitable Foundation, Inc. (the "Foundation").

**ARTICLE II
AUTHORITY**

The Foundation is organized, pursuant to the Florida Not for Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, as a not for profit corporation.

**ARTICLE III
PRINCIPAL OFFICE**

The initial principal office address of the Foundation is 150 Loggerhead Point, Vero Beach, Florida 32963. The Board of Directors may, from time to time, change the principal office to any other address in Florida. The mailing address of the Foundation is c/o Rosner Motors, Inc., P.O. Box 7045, Fredericksburg, Virginia 22404. The Board of Directors may, from time to time, change the mailing address to any other address.

**ARTICLE IV
PURPOSE**

The Foundation is organized and shall be operated exclusively for religious, charitable, literary, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code.

ARTICLE V RIGHTS AND RESTRICTIONS

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its incorporator, directors, officers, or other private persons except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its religious, charitable, literary, scientific, and educational purposes. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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.

Furthermore, the Foundation (i) shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code; (ii) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; (iv) shall not make any investment in such a manner as to subject it to tax under section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE VI DISSOLUTION

Upon the dissolution of the Foundation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Foundation's remaining assets shall be distributed at the discretion of

the Board of Directors to one or more organizations that are organized and operated exclusively for religious, charitable, literary, scientific, or educational purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

ARTICLE VII MEMBERS

The Foundation shall have no members.

ARTICLE VIII DIRECTORS

8.1 Number and Qualifications. The number of directors shall not be not less than three (3) and not more than five (5). The names and addresses of the initial directors of the Foundation are:

<u>Name</u>	<u>Address</u>
Ronald F. Rosner	150 Loggerhead Point Vero Beach, FLA 32963
Nancy S. Rosner	150 Loggerhead Point Vero Beach, FLA 32963
Jacqueline M. Solomon	P. O. Box 7045 Fredericksburg, VA 22404

Each director (including initial directors and additional and successor directors) shall serve until death, incapacity, resignation, or, in the case of a director other than Ronald F. Rosner or Nancy S. Rosner (hereinafter referred to collectively as the "Founders" and each individually as a "Founder"), removal. Each of the Founders may, by a writing signed by the Founder, appoint his or her successor as a director, effective upon such Founder's death, incapacity, or resignation, and such instrument of appointment shall be revocable until it becomes effective. If the Founder fails to appoint his or her

successor in the manner described in this Article, the remaining Founder may fill the vacancy, or, if there is no Founder serving as a director, the remaining directors may fill the vacancy or vacancies. As long as either or both of the Founders are serving as a director, the Founders or the Founder, as the case may be, shall have sole authority, subject to the right of each Founder to appoint his or her successor in the manner described above, to appoint additional or successor directors and to remove any director (other than a Founder), with or without cause. At such time as neither of the Founders is serving as a director, the directors serving at the time may, at any time or from time to time, appoint additional or successor directors and, as provided in the Bylaws, remove any director. No individual shall be named or elected as a director without his or her prior consent.

ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Foundation in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent of the Foundation at that address is C T Corporation System. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE X LIMIT ON LIABILITY AND INDEMNIFICATION

10.1 Limit on Liability. No director, officer, agent or representative of the Foundation shall be liable to the Foundation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended.

10.2 Indemnification of Directors and Officers. The Foundation shall indemnify its directors, officers, agents, and representatives to the full extent permitted by applicable law. Notwithstanding the foregoing provisions of this Article, during any period that the Foundation is classified as a private foundation under the Internal Revenue Code, the Foundation shall not indemnify any person otherwise entitled to indemnification pursuant to the provisions of this Article or purchase insurance to provide such indemnification if such indemnification or purchase of insurance is an act of self-dealing as defined in section 4941(d) of the Internal Revenue Code or a taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

10.3 Amendments. Any amendment, modification, or repeal of this Article shall not adversely affect any right or protection of a director, officer, agent or representative of the Foundation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

ARTICLE XI INTERNAL REVENUE CODE

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

ARTICLE XII AMENDMENTS

These Articles of Incorporation may be amended or restated at a meeting of the Board of Directors by a majority vote of the directors then in office.

**ARTICLE XIII
INCORPORATOR**

The name and address of the incorporator of the Foundation is Kelly L. Hellmuth,
McGuireWoods LLP, 50 N. Laura Street, Suite 3300, Jacksonville, Florida 32202.

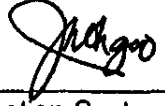
IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation, this 9th day of September, 2016.

By: Kelly L. Hellmuth
Kelly L. Hellmuth, Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION
OF REGISTERED AGENT OF
THE RON AND NANCY ROSNER CHARITABLE FOUNDATION, INC.**

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.

Date: 9/16/16

By: 
C T Corporation System
Registered Agent

Judith Argao
Vice President
and Assistant Secretary

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