

N 160000009200

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

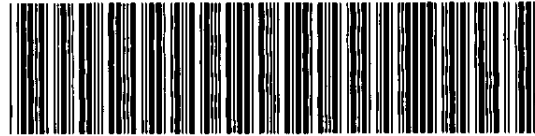
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9/19/14



CORPORATION SERVICE COMPANY

2711 Centerville Road • Wilmington, DE 19808-1645

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 268641 86218A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : August 26, 2016

ORDER TIME : 3:16 PM

ORDER NO. : 268641-005

CUSTOMER NO: 86218A

DOMESTIC FILING

NAME: TOLER FAMILY FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams - EXT. 62935

EXAMINER'S INITIALS: \_\_\_\_\_

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## COVER LETTER

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

SUBJECT: TOLER FAMILY 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: Steven A. Holt, Esq., Mandelbaum Salsburg, P.C.  
Name (Printed or typed)

3 Becker Farm Road, Suite 105

Address

Roseland, New Jersey 07068

City, State & Zip

973-243-7941

Daytime Telephone number

Stephen@BLACKCORALFA.COM

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

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

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16 AUG 23 PM 4 25



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 29, 2016

CORPORATION SERVICE COMPANY

**RESUBMIT**  
Please give original  
submission date as file date.

SUBJECT: TOLER FAMILY FOUNDATION, INC.  
Ref. Number: W16000059541

We have received your document for TOLER FAMILY FOUNDATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the non profit corporation is being organized.

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 the corrected original and one copy of 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.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 616A00018285

RECEIVED  
DEPARTMENT OF STATE  
16 SEP 19 PM 1:49

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16 AUG 29 PM 4:25

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

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**ARTICLE I NAME**

The name of the corporation shall be: TOLER FAMILY FOUNDATION, INC.

16 AUG 28 PM 4: 25

**ARTICLE II PRINCIPAL OFFICE**

Principal street address:  
William D. Toler

Mailing address, if different is:

202 San Mateo Drive

Bonita Springs, FL 34134

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: To support and make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United

States Tax Law) and that support and focus on, among other causes, child healthcare issues, including Southwest Florida Children's Charities and Galisano Children's Hospital, Fort Myers, Florida, and similar organizations operating in Sonoma County, California and Collier County, Florida and to engage in such other lawful acts or activities for which a nonprofit corporation may be organized under Florida Law.

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed: is stated in the bylaws

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

Name and Title: William D. Toler - Director, President Name and Title: Deborah H. Toler - Director, Vice Pres.

Address: 202 San Mateo Drive Address: 202 San Mateo Drive  
Bonita Springs, FL 34134 Bonita Springs, FL 34134

Name and Title: William A. Toler - Director, Treasurer Name and Title: Kristin R. Toler - Director, Secretary

Address: 202 San Mateo Drive Address: 202 San Mateo Drive  
Bonita Springs, FL 34134 Bonita Springs, FL 34134

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: William D. Toler  
Address: 202 San Mateo Drive  
Bonita Springs, FL 34134

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**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

Name: Steven A. Holt, Esq.  
Address: 3 Becker Farm Road, Suite 105  
Roseland, New Jersey 07068

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior or 90 business days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*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*

Will D Toler

Required Signature of Registered Agent

8/21/16

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.*

Steven A. Holt

Required Signature of Incorporator

Date

**TOLER FAMILY FOUNDATION, INC.**  
**ARTICLES OF INCORPORATION (continued)**

**ARTICLE IX.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Tax Law), or (ii) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Tax Law).

**ARTICLE X.** If in any taxable year of the Corporation the Corporation is characterized for federal income tax purposes as a "private foundation", the Corporation shall:

(A) 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 Internal Revenue Code, or corresponding provisions of any future United States Tax Law.

(B) Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any future United States Tax Law.

(C) Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any future United States Tax Law.

(D) Not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any future United States Tax Law.

(E) Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any future United States Tax Law.

**ARTICLE XI.** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall, at the time of the dissolution, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Tax Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent jurisdiction of the County in which the principal office of the Corporation 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.

**ARTICLE XII.** No Director or officer of the Corporation shall be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, except any breach of duty based upon an act or omission:

- (A) In breach of such person's duty of loyalty to the Corporation; or
- (B) Not in good faith or involving a knowing violation of law; or
- (C) Resulting in receipt by such person of an improper personal benefit.

**REGISTERED AGENT**

Will D. J. Holt  
Dated: 8/21/16

**INCORPORATOR**

Steven A. Holt  
Dated: \_\_\_\_\_