

From:

10/17/2016 23:31

#238 P.001/007

10/17/2016

Division of Corporations

Florida Department of State
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**FLORIDA PROFIT/NON PROFIT CORPORATION
UNITED WAY FOUNDATION OF CHARLOTTE COUNTY, INC.**

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OCT 18 2016

T. SCOTT

From:

10/17/2016 23:31

#238 P.002/007

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ARTICLES OF INCORPORATION

OF

UNITED WAY FOUNDATION OF CHARLOTTE COUNTY, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated as a corporation not for profit under the laws of the State of Florida, and we do hereby subscribe to and adopt the following as our articles of incorporation:

ARTICLE 1. - NAME

The name of this corporation is United Way Foundation of Charlotte County, Inc., and the principal address is 17831 Murdock Circle, Port Charlotte, FL 33948.

ARTICLE 2. - PURPOSES

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, 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, or corresponding section of any future federal tax code.

ARTICLE 3. - LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 elsewhere herein. 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 these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 4. - DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit

Court 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 5. - QUALIFICATION OF MEMBERS

The membership of this corporation shall consist of those persons hereinafter named as subscribers and such other persons as, from time to time, shall become members in the manner provided by the Bylaws.

ARTICLE 6. - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE 7. - SUBSCRIBERS

The name and residence of the subscriber to these articles are:

<u>NAME</u>	<u>ADDRESS</u>
W. Kevin Russell	14295 S. Tamiami Trail North Port, FL 34287

ARTICLE 8. - OFFICERS

Section 1. The officers of the corporation shall be a president, a vice-president, a secretary and a treasurer, and such other officers as may be provided in the Bylaws.

Section 2. No person may hold more than one office except that the Bylaws may provide that the offices of secretary and treasurer shall be combined.

ARTICLE 9. - BOARD OF DIRECTORS

Section 1. Generally. The Foundation shall be governed by the Board of Directors who shall be elected as provided in the Bylaws of the Foundation and who shall be responsible for the administration of the affairs of the Foundation. The number and terms of the Directors shall be as provided in the Bylaws of the Foundation except that at least a majority of the Foundation's Board of Directors shall also be elected by the board of directors of the United Way of Charlotte County and up to three (3) members, but in any event no more than one-third (1/3) of the Foundation's Board of Directors, shall also be members of the board of directors of the United Way of Charlotte County.

Section 2. Powers. The Board of Directors shall act for the Foundation and shall have the power to decide all matters relating to the conduct of the business subject to any restrictions contained herein or in the Bylaws of the Foundation.

The initial member of the Board of Director are :

<u>NAME</u>	<u>ADDRESS</u>
Tom Rice	13130 Placida Point Ct., Port Charlotte, FL 33948
W. Kevin Russell	14295 S. Tamiami Trail, North Port, FL 34287
Howard Kunik	250 Durrance Street, Punta Gorda, FL 33950
Jay Glynn	4430 Meager Circle, Port Charlotte, FL 339478
Maryann Mize	1560 Atares Drive, Unit 112, Punta Gorda, FL 33950

ARTICLE 10. - BYLAWS

Bylaws of this corporation shall be made and may be altered or rescinded by majority vote of Board of Directors at any regular meeting or at any special meeting called for that purpose. Notice of any special meeting shall be given as provided in the Bylaws.

ARTICLE 11. - AMENDMENTS

The Articles of Incorporation of the Foundation may be amended by a vote of the majority of the members of the Board of Directors of the Foundation and require the approval of a majority of the Board of Directors of the United Way of Charlotte County.

ARTICLE 12. - PRINCIPAL OFFICE

The location of the principal office of this corporation shall be 17831 Murdock Circle, Port Charlotte, FL 33948, but may, from time to time, be changed to any other location in the State of Florida. Meetings of the Board of Directors and meetings of the membership may be held at any place within or outside the State of Florida, provided notice shall be given as provided by the Bylaws.

ARTICLE 13. - Indemnification

Section 1. No officer or director shall be personally liable to the Foundation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the Foundation or its members, (ii) for acts or omissions not in

good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

Section 2. The Foundation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the Foundation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that any compromise or settlement payment shall be approved by the Foundation.

Section 3. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Section 4. The provision constitutes a contract between the Foundation and the indemnified officers and directors. No amendment or repeal of this provision that adversely affects the right of an indemnified officer or director shall apply to such officer or director with respect to those acts or omissions that occurred at any time prior to such amendment or repeal.

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals for the purpose of forming this corporation not for profit under the laws of the State of Florida, this 17th day of October, 2016.

Witnesses:

Ana Barbara Pedrosa

Sign

Ana Barbara Pedrosa

Print

Nancy L. Elliott

Sign

Nancy L. Elliott

Print

W. Kevin Russell
W. Kevin Russell

From:

10/17/2016 23:32

#238 P.006/007

STATE OF FLORIDA:
COUNTY OF SARASOTA:

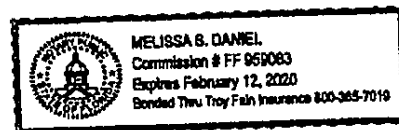
I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared W. Kevin Russell, to me known to be the person described as incorporator or who produced _____ as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein stated, and he did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 17th day of October, 2016.

NOTARY PUBLIC:

Melissa S. Daniel
Sign | Melissa S. Daniel
Print Name

My commission expires:



From:

10/17/2016 23:33

#238 P.007/007

**CERTIFICATE DESIGNATING A REGISTERED AGENT AND
REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

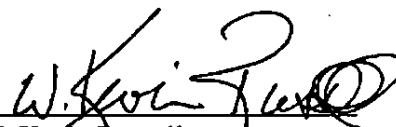
In compliance with Section 48.091, Florida Statutes, the following is submitted:

UNITED WAY FOUNDATION OF CHARLOTTE COUNTY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 17831 Murdock Circle, Port Charlotte, County of Charlotte, State of Florida, 33948 has designated W. Kevin Russell, whose street address is 14295 S. Tamiami Trail, North Port, County of Sarasota, State of Florida, 34287 as its agent to accept service of process within this state.

UNITED WAY FOUNDATION OF CHARLOTTE COUNTY, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


W. Kevin Russell