

**11600012017**

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
THE ALTINURE FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION**  
**of**  
**THE ALTINURE FOUNDATION, INC.**

The undersigned, acting as an incorporator for the purpose of organizing a corporation pursuant to the provisions of Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I – NAME:** The name of the corporation (hereinafter referred to as the "Corporation") shall be: **The Altinure Foundation, Inc.**

**ARTICLE II – PRINCIPAL OFFICE:**

Principal Street Address:  
165 2<sup>nd</sup> Ave N  
Naples, FL 34102

Principal Mailing Address, if different:  
N/A

**ARTICLE III – PURPOSE:** The Corporation is incorporated as a nonprofit corporation under the Florida Not for Profit Corporation Act (the "Act") and is organized for the following purposes:

1. Subject to the restrictions and limitations hereinafter set forth, to use and apply its income and principal assets exclusively for charitable purposes, including, without limitation, scientific, literary, and educational purposes, either directly or by contributions to organizations, including but not limited to those that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future Federal income tax law) and the Treasury Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Code"), including, but not limited to (i) providing financial support to academic organizations (ii) acquiring land in any state or other jurisdiction to protect the conservation values of such land, including protecting the natural, scenic or historic features thereof, (iii) encumbering land with a conservation easement, (iv) transferring ownership of any land so acquired and/or encumbered to any public or government entity or not-for-profit conservation organization, and/or (v) providing financial support to any public or government entity or not-for-profit conservation organization
2. To receive, sell, hold, operate, manage and invest in property, both real and personal, tangible and intangible, for the sole end of supporting charitable purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
3. To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon nonstock corporations by the Act.

**ARTICLE IV – MEMBERS:** The Corporation shall have no members.

**ARTICLE V – BOARD OF DIRECTORS; MANNER OF ELECTION:** The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The manner in which the directors are elected and appointed shall be as set forth in the Corporation's Bylaws.

**ARTICLE VI – INITIAL DIRECTORS:** The names, titles, and addresses of the initial directors of the Corporation are as follows:

Paul T. Hanrahan  
165 2<sup>nd</sup> Ave N  
Naples, FL 34102

Rodanthe N. Hanrahan  
165 2<sup>nd</sup> Ave N  
Naples, FL 34102

Kaley N. Hanrahan  
27640 Villa Road  
Easton, MD 21601

**ARTICLE VII – REGISTERED AGENT:** The name and Florida address of the registered agent is:

Paul T. Hanrahan  
165 2<sup>nd</sup> Ave N  
Naples, FL 34102

**ARTICLE VIII – INCORPORATOR:** The name and address of the incorporator is:

Drew A. Reitz  
575 7<sup>th</sup> Street NW  
Washington, DC 20004

**ARTICLE IX – GOVERNING PROVISIONS:** Other lawful provisions for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the Corporation or its directors are as follows:

1. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no member, director or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Except as provided and permitted under Sections 501(h) and 4911 of the Code, 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 any candidates for public office.

2. The Corporation shall 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 Code.
3. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
4. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
5. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
6. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.
7. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under Section 170(c)(2) thereof.
8. In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, all of the assets of the Corporation after the payment or due provision of the obligations and liabilities of the Corporation shall be transferred to one or more domestic corporations or associations as may be selected by the Corporation's directors provided, however, that any transferee corporation shall qualify under the provisions of Section 501(c)(3) of the Code and be exempt from taxation under Section 501(a) of the Code.
9. The personal liability of the directors, officers, employees and volunteers of the Corporation is eliminated to the fullest extent permitted by law.
10. To the fullest extent permitted by law, the Corporation shall indemnify a person made or threatened to be made a party to a proceeding by reason of that person's former or present status as a director or officer of the Corporation against any liability incurred with respect to the proceeding.
11. These Articles of Incorporation may be executed in counterparts.

*[Signature Page Follows]*

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.

Paul H. H. H.  
Required Signature of Registered Agent

12/18/2016  
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.

Paul H. H. H.  
Required Signature of Incorporator

12/19/2016  
Date