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FLORIDA PROFIT/NON PROFIT CORPORATION
Kapnick Fund, Inc.

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MAR 31 2017

T. SCOTT

ARTICLES OF INCORPORATION
OF
KAPNICK FUND, INC.

(a Florida Not For Profit Corporation)

ARTICLE I
NAME OF THE CORPORATION

The name of this corporation is *Kapnick Fund, Inc.* (the "Corporation").

ARTICLE II
PRINCIPAL OFFICE, STREET ADDRESS, AND MAILING ADDRESS

The Corporation's principal office address, street address, and mailing address is 1110 Pine Ridge Road, Suite 200, Naples, Florida 34108.

ARTICLE III
DURATION

The period of duration of the Corporation is perpetual unless dissolved according to Florida law.

ARTICLE IV
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code (the "Code"), and specifically within those purposes to operate as a supporting organization described in Code Section 509(a)(3), exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Community Foundation of Collier County, Inc., a Florida not-for-profit corporation described in Code Section 501(c)(3) and a public charity described in Code Section 509(a)(1) (the "Community Foundation"), for so long as the Community Foundation shall be in existence and so described. The Corporation may conduct any and all lawful activities that may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

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ARTICLE V
BOARD OF DIRECTORS

All powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. The Board of Directors shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than the number of directors required by the Florida Not For Profit Corporation Act, which at the time of execution of these Articles of Incorporation is three (3). The terms of office, qualifications, and method of appointment of the directors shall be as specified in the Bylaws, provided, however, that, at all times, a majority of the members of the Board of Directors of the Corporation shall be appointed by the Community Foundation.

ARTICLE VI
DISSOLUTION

Upon the dissolution of the Corporation, after paying or making provision for the payment of all the liabilities of the Corporation, the assets of the Corporation shall be distributed exclusively to the Community Foundation, provided that the Community Foundation is then described in Code Section 501(c)(3). If the Community Foundation is no longer in existence or is no longer so described, then the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to one or more organizations that are then described in Code Section 501(c)(3) and that have purposes substantially similar to those of the Community Foundation. Any such assets not so disposed of shall be disposed of by a Florida 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.

ARTICLE VII
PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 IV 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 or in opposition to any candidate for public office or engage in political activities of any kind.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from

federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Sections 170(c)(2), 2055, and 2522.

If at any time the Corporation is a private foundation, as such term is defined in Code Section 509(a), the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942; and

B. shall not (i) engage in any act of self-dealing as defined in Code Section 4941(d); (ii) retain any excess business holdings as defined in Code Section 4943(c); (iii) make any investments in such manner as to subject it to tax under Code Section 4944; or (iv) make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION

Subject to the prior written consent of the Community Foundation, these Articles of Incorporation may be amended, altered, or restated by the affirmative vote of a majority of the total number of Directors then in office.

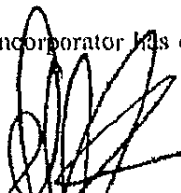
ARTICLE IX
REGISTERED AGENT

The street address of the Corporation's registered office in the State of Florida is 1110 Pine Ridge Road, Suite 200 Naples, Florida 34108, and the name of its registered agent at such office is Lisette Holmes.

ARTICLE X
INCORPORATOR

The sole incorporator of the Corporation is T. Robert Bulloch. The complete business address of the sole incorporator is: 1395 Panther Lane, Suite 300, Naples, Florida 34109.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 27th day of MARCH, 2017.



T. Robert Bulloch
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND REGISTERED AGENT

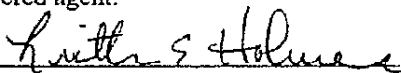
PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is Kapnick Fund, Inc.

The name of the initial registered agent of the Corporation is Lisette Holmes. The address of this registered agent is 1110 Pine Ridge Road, Suite 200, Naples, Florida 34108.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Printed Name: Lisette Holmes

Registered Agent

Date: March 9 2017