

6/26/2017

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Division of Corporations

Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION**J. Freeman Foundation, Inc.**

Certificate of Status	1
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JUN 27 2017

COVER LETTER

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

SUBJECT: J.FreemanFoundation,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: Sara W. Diehl-Katten Muchin Rosenman LLP

Name (Printed or typed)

525 W. Monroe St.

Address

Chicago, IL 60661

City, State & Zip

312-577-8501

Daytime Telephone number

sara.diehl@kattenlaw.com

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

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

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

ARTICLE I NAMEThe name of the corporation shall be: J.FreemanFoundation,Inc.**ARTICLE II PRINCIPAL OFFICE**Principal street address:
3801 Collins Ave. #TH1

Mailing address, if different is:

SameMiami Beach, FL 33140**ARTICLE III PURPOSE**The purpose for which the corporation is organized is: See attached Exhibit A.**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed: By the Member(s)**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**Name and Title: Jaisen R. Freeman, Member, Dir. & Pres.

Name and Title: _____

Address: 3801 Collins Ave., #TH1

Address: _____

Miami Beach, FL 33140Name and Title: Patricia J. Freeman, Dir. & Treas.

Name and Title: _____

Address: 2146 N. Nicklaus Dr.

Address: _____

Mesa, AZ 85215Name and Title: Quisha Freeman Tewlow, Dir. & Sec.

Name and Title: _____

Address: 247 West 115 St., #6B

Address: _____

New York, NY 10026

17 JUN 26 PM 12:22

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENTThe name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:Name: CT Corporation SystemAddress: 1200 South Pine Island Rd.
Plantation, FL 33324**ARTICLE VII INCORPORATOR**The name and address of the Incorporator is:Name: Sara W. DiehlAddress: 525 W. Monroe St.
Chicago, IL 60661**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 days prior or 90 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

Kristin Bolden
Assistant Secretary
Required Signature of Registered Agent

6-26-17

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.

Sara W. Diehl
Required Signature of Incorporator

6/26/17
Date

****SEE ATTACHED EXHIBIT A FOR OTHER PROVISIONS****

EXHIBIT A
TO THE ARTICLES OF INCORPORATION
OF
J. FREEMAN FOUNDATION, INC.

Article III Purpose

The general purpose for which the J. Freeman Foundation, Inc. (the "Foundation") is formed is to operate exclusively for such charitable, religious, research, educational and scientific purposes, including, for such purposes, the making of distributions to organizations described in Sections 170(b)(1)(A) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent Federal tax law (the "Code"), as will qualify the Foundation as an exempt organization under Section 501(c)(3) of the Code.

The Foundation shall have and exercise all rights and powers conferred on Corporations under the laws of the State of Florida, provided, however, that the Foundation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in subparagraph (a) of this Article, or which is not permitted to be carried on (i) by a Corporation exempt from federal income tax under Section 501(a) and described in Section 501(c)(3) of the Code, or (ii) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article IX Other Provisions

(a) No part of the net earnings, properties, or assets of the Foundation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any Director of the Foundation, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Foundation and to make payments and distributions in furtherance of the purposes set forth in this Article. Upon liquidation or dissolution, all properties and assets of the Foundation remaining after paying or providing for all debts, liabilities and obligations of the Foundation and for necessary expenses thereof, shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable, religious, research, educational or scientific purposes as the Board of Directors shall determine, and as shall, at the time, qualify as a tax-exempt organization under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Foundation is then located, exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(b) The Foundation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) The Foundation shall not pay or incur any amount to carry on propaganda, or otherwise attempt to influence legislation as described in Section 4945 subdivision (e) of the Code.

(d) The Foundation shall not engage in any act of self-dealing as defined in Section 4941 subdivision (d) of the Code.

(e) The Foundation shall not retain any excess business holdings as defined in Section 4943 subdivision (c) of the Code.

(f) The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(g) The Foundation shall not make any taxable expenditures as defined in Section 4945 subdivision (d) of the Code.

(h) The Foundation 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.