

May 14 2018

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

T & L Longe Charitable Foundation, Inc.

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| Estimated Charge      | \$78.75 |

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**ARTICLES OF INCORPORATION  
OF  
T & L LONGE CHARITABLE FOUNDATION, INC.**

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

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I  
Name and Address**

The name of the corporation shall be:

**T & L LONGE CHARITABLE FOUNDATION, INC.**

The address of the corporation shall be 354 Carlton Place, Naples, Florida 34108, or such other address within the State of Florida as the Board of Directors may from time to time designate.

**ARTICLE II  
Principal Office**

**354 Carlton Place  
Naples, FL 34108**

**ARTICLE III  
Purpose**

(a) The corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes. The corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its religious, charitable, scientific, literary, or educational purposes.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial

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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 candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, 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 Internal Revenue Code of 1986, as amended (the "Code"), or the Treasury Regulations promulgated thereunder, or by an organization, contributions to which are deductible under Section 170 (c)(2) of the Code and Treasury Regulations issued there under.

(d) In the event of dissolution or final liquidation of the corporation, whether voluntary or involuntary, the residual assets of the corporation will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Code, or to the Federal, state, or local government exclusive public purpose, to be selected by the corporation's board of directors.

#### ARTICLE IV Powers

The corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the religious, charitable, scientific, literary, or educational purposes for which the corporation is organized, subject, however, to the following:

(a) The corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Code.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent Federal tax law.

(c) 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 or corresponding provisions of any subsequent Federal tax laws.

(d) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent Federal tax laws.

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(e) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent Federal tax laws.

(f) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

(g) The corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code or corresponding provisions of any subsequent Federal tax laws.

**ARTICLE V**  
**Term of Existence**

The term for which the corporation is to exist shall be perpetual.

**ARTICLE VI**  
**Officers and Directors**

The method of election of directors of this corporation will be stated in the corporation's bylaws.

**ARTICLE VII**  
**Initial Officers and/or Directors**

Thomas F. Longe, Director, 354 Carlton Place, Naples, FL 34108  
Laurie Longe, Director, 354 Carlton Place, Naples, FL 34108  
Peter Fitzgerald, 354 Carlton Place, Naples, FL 34108

**ARTICLE VIII**  
**Registered Office and Registered Agent**

The name of the corporation's initial registered agent is Corporate Creations Network Inc., and the street address of the corporation's initial registered office is 11380 Prosperity Farms Road #221E, Palm Beach Gardens, FL 33410. The corporation may change its registered office or its registered agent both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

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**ARTICLE IX**  
**Incorporator**

The name and address of the incorporator to these Articles of Incorporation is as follows:

**Deborah E. Kalstek**  
**c/o Hodgson Russ LLP**  
**140 Pearl St., Ste. 100**  
**Buffalo, NY 14202**

**IN WITNESS WHEREOF**, I have executed these Articles of Incorporation for the uses and purposes therein expressed on this 14<sup>th</sup> day of May, 2018 and 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.

  
\_\_\_\_\_  
**Deborah E. Kalstek, Incorporator**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **T & L LONGE CHARITABLE FOUNDATION, INC.**
2. The name and address of the registered agent and office is:

**CORPORATE CREATIONS NETWORK INC.  
11380 PROSPERITY FARMS ROAD #221E  
PALM BEACH GARDENS, FL 33410**

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 this 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.

Dated this 14<sup>th</sup> day of May, 2018.

Corporate Creations Network Inc.

By: 

Name:

Title: **Taylor Page, Special Secretary**