

**N18000007014**

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**The Meliora Foundation, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
THE MELIORA FOUNDATION, INC.  
(A Corporation Not for Profit)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, the undersigned incorporator hereby makes, adopts, and subscribes the following Articles of Incorporation:

**Article 1 - Name of Corporation**

The name of this corporation shall be: The Meliora Foundation, Inc.

**Article 2 - Principal Address**

The principal address and the mailing address of the corporation shall be: 1800 2nd Street, Suite 710, Sarasota, Florida 34236.

**Article 3 - Purpose of Corporation**

The purposes for which the corporation is organized are exclusively charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Such purposes shall include 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.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for charitable, religious, educational, or scientific purposes including:

A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for

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services rendered and to make payments and distributions in furtherance of the purposes set forth 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 provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The corporation 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 and posed by Section 4942 of the Internal Revenue Code. Any distributions exceeding the amount required by Section 4942 of the Internal Revenue Code must be approved unanimously by all of the directors of the corporation. Further, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provision of any future United States Internal Revenue Law.

#### **Article 4 – Board of Directors**

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

#### **Article 5 – Initial Officers and Directors**

The names and addresses of the initial officers and directors of the corporation are as follows:

Cathy L. Layton	-	Director and President
1800 2nd Street, Suite 710		
Sarasota, FL 34236		
Stephen D. Russell	-	Director, Vice President, Secretary, and
1800 2nd Street, Suite 710		Treasurer
Sarasota, FL 34236		
E. John Wagner, II	-	Director and Vice President
200 South Orange Avenue		
Sarasota, FL 34236		

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**Article 6 – Corporate Existence**

The existence of this corporation shall be perpetual, until dissolved in accordance with the Bylaws.

**Article 7 – Bylaws**

The first board of directors of the corporation shall adopt Bylaws of the corporation consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the directors in the manner provided in the Bylaws.

**Article 8 – Registered Office**

The street address of the initial registered office of the corporation is 200 South Orange Avenue, Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that address is Cross Street Corporate Services, LLC.

**Article 9 - Incorporator**

The name and address of the incorporator to these Articles of Incorporation is E. John Wagner, II, 200 South Orange Avenue, Sarasota, Florida 34236.

**Article 10 - Committees**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

**Article 11 – Distribution Upon Dissolution**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, religious, educational, and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is the 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.

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**Article 12 - Amendment**

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of June 2018 (the "Execution Date").

  
\_\_\_\_\_  
E. John Wagner II  
Incorporator

**ACKNOWLEDGEMENT OF REGISTERED AGENT**

By execution hereof, the undersigned accepts appointment as registered agent of the corporation, is familiar with, and accepts, the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.

**Cross Street Corporate Services, LLC,**  
a Florida limited liability company

By:   
\_\_\_\_\_  
E. John Wagner, II  
its Vice President

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