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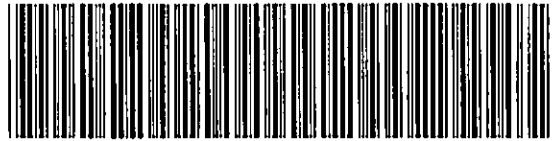
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2018 JUL -5 AM 8:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N CULLIGAN

JUL 9 2018

## COVER LETTER

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

**SUBJECT:** SHERMAN FAMILY FOUNDATION, 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:** David M. Platt, P.A.  
\_\_\_\_\_  
Name (Printed or typed)

2427 Periwinkle Way, Ste. B  
\_\_\_\_\_  
Address

Sanibel, Florida 33957  
\_\_\_\_\_  
City, State & Zip

239-472-5400  
\_\_\_\_\_  
Daytime Telephone number

david.platt@sancaplaw.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  
OF THE

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SHERMAN FAMILY FOUNDATION, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE 1  
NAME AND ADDRESS

The name of this corporation is The Sherman Family Foundation, Inc. The principal business address is 16760 Captiva Drive, Captiva Florida 33924 and mailing address of the corporation is P.O. Box 718, Captiva, Florida 33924.

ARTICLE 2  
PURPOSES

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or under any corresponding provision of any subsequent federal tax laws, covering the distribution to organizations qualified as tax-exempt organizations under the Code.

ARTICLE 3  
MEMBERSHIP

This corporation shall have no members.

ARTICLE 4  
TERM OF EXISTENCE

This corporation shall commence upon the filing of these Articles and shall exist perpetually thereafter.

ARTICLE 5  
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is as follows:

NAME

ADDRESS

Joan A. Sherman

P.O. Box 718  
Captiva, Florida 33924

**ARTICLE 6**  
**BOARD OF DIRECTORS**

1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have seven (7) Directors initially. The number of Directors may be increased or decreased from time to time, by the Bylaws, but shall never be less than three (3) not more than 7.

2. The members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

3. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Donald A. Sherman	P. O. Box 718 Captiva, Florida 33924
Joan A. Sherman	P.O. Box 718 Captiva, Florida 33924
Salvatore Arena	c/o Delphi Capital Management 590 Madison Ave. 30 <sup>th</sup> Floor New York, NY 10022
Gregory Sherman	11413 Brantford Ct. Fort Wayne, Indiana 46814
Karen Eller	11413 Brantford Ct. Fort Wayne, Indiana 46814
Sara Sherman	2025 Chancel Way Fort Wayne, Indiana 46845
Michael Kirkland	1820 Glen View Dr. Walnut Creek, California 94595
Colleen Kirkland	1820 Glen view Dr. Walnut Creek, California 94595
Grant Shafe	460 East 115 <sup>th</sup> St., Apt. 1F New York, NY 10029

**ARTICLE 7**  
**DISSOLUTION OF CORPORATION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation. In the event of dissolution of this corporation, none of the assets shall be distributed to any Director or officer of the corporation; instead, the Board of Directors, after paying or making provision for the payment of all liabilities of this corporation, shall arrange for all remaining assets to be disposed of by the Directors to such organization or organizations in operation, as said Directors shall determine, which are organized and operated exclusively for such purposes and qualify as a tax-exempt organization under the provisions of Section 501(c)(3) of the Code, all in accordance with the laws governing dissolution of not for profit organizations and organizations exempt from federal income tax under section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law. Provided, however, if the Directors are unable to make a determination as to the recipients of the assets, the Directors may arrange for such assets to be disposed of by a court of competent jurisdiction in Lee County, Florida, to such organization or organizations in operation, as said Court shall determine, which are organized and operated exclusively for such purposes and qualify as a tax-exempt organization under the provisions of Section 501(c)(3) of the Code.

**ARTICLE 8**  
**MISCELLANEOUS**

1. No part of the net earnings or assets of the corporation shall inure to the benefit of any individual, member, trustee or officer, 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 2 hereof.

2. 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.

3. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or under any corresponding provision of any subsequent federal tax laws.

4. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code, or under any corresponding provision of any subsequent federal tax laws.

5. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or under any corresponding provision of any subsequent federal tax laws.

6. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or under any corresponding provision of any subsequent federal tax laws.

7. The corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code, or under any corresponding provision of any subsequent federal tax laws.

8. The corporation will not make any taxable expenditures as defined in Section 4945 of the Code, or under any corresponding provision of any subsequent federal tax laws.

9. The corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of its business, provided the same are not inconsistent with these Articles of Incorporation, nor contrary to the laws of the state of Florida or of the United States.

**ARTICLE 9**  
**DESIGNATION OF REGISTERED AGENT**

The initial registered agent of this corporation for the purpose of accepting service of process within this State shall be:

**NAME**

David M. Platt

**ADDRESS**


2427 Periwinkle Way, Ste. B  
Sanibel, Florida 33957

The undersigned incorporator has hereunto set his hand and seal this 30<sup>th</sup> day of June, 2018, for the purpose of forming this corporation not for profit under the laws of the state of Florida.

  
Joan A. Sherman

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties 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.

  
David M. Platt