

7/12/2018

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
VFR FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
VFR FOUNDATION, INC.,  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

**FIRST:** The name of the Corporation is "VFR FOUNDATION, INC." (the "Corporation").

**SECOND:** The principal place of business and mailing address of the Corporation is c/o Duane Morris LLP, Lynn Financial Center, 1875 NW Corporate Boulevard, Suite 300, Boca Raton, Florida 33431. The address of the initial registered office of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the Corporation at that address is **CORPORATIONSERVICECOMPANY**.

**THIRD:** (a) The proposed Corporation is formed under the Florida Not-for-Profit Corporation Act, as amended, and shall be organized and operated exclusively for the purpose of supporting and providing programs and financial assistance to military veterans, emergency service personnel, and other entities engaged in the protection of the United States and its citizens; and otherwise supporting and carrying on activities of a charitable, religious, scientific, educational or literary nature 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 Service law (hereinafter referred to as the "Code").

(b) Notwithstanding any provision of these Articles, the Corporation shall not support or engage in any program or activity not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Code or by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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**FOURTH:** In furtherance of the purposes set forth in ARTICLE THIRD above, the Corporation shall have all of the powers created by law, including, but not limited to, the power to accept gifts, grants, devises, bequests of funds, or any other property from any public or governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, Corporations and individuals.

**FIFTH:** The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, 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 above.

**SIXTH:** The Corporation shall have perpetual existence.

**SEVENTH:** The Corporation shall be organized upon a non-stock basis.

**EIGHTH:** The Corporation shall not have any members.

**NINTH:** The name and address of the incorporator is as follows:

**R. HENRY DI GIACINTO**  
2100 S. Palm Circle  
North Palm Beach, FL 33408

**TENTH:** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as may be permitted under Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in, directly or indirectly (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

**ELEVENTH:** Should there be a dissolution of the Corporation, the directors shall, after paying or making provision for the payment, out of the funds of the Corporation of all of the

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liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

**TWELFTH:** The Corporation shall initially have three (3) directors to hold office until their successors have been duly elected and qualified, or until their earlier resignation, removal from office or death. The manner of election shall be in accordance with the by-laws. The number of directors may be either increased or decreased from time to time in accordance with the by-laws of the Corporation, but at no time shall there be less than three (3) directors. The names and addresses of the initial directors of the Corporation are:

**R. HENRY DI GIACINTO**  
2100 S. Palm Circle  
North Palm Beach, FL 33408

**SAMUEL A. EATON**  
600 S. Dixie Highway, #125  
West Palm Beach, FL 33401

**J. RODMAN STEELE, JR.**  
c/o Duane Morris LLP  
Lynn Financial Center  
1875 NW Corporate Blvd., Ste. 300  
Boca Raton, FL 33431

**THIRTEENTH:** The by-laws of the Corporation may be adopted, altered or rescinded by a majority vote of the Directors. The by-laws may contain provisions for the regulation and management of the affairs of the Corporation not inconsistent with the law or the Articles of Incorporation.

**FOURTEENTH:** These Articles of Incorporation may be amended only by majority vote of the Directors.

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The undersigned has executed these Articles of Incorporation this , 12th day of July, 2018.

  
\_\_\_\_\_  
R. HENRY DI GIACINTO, Incorporator

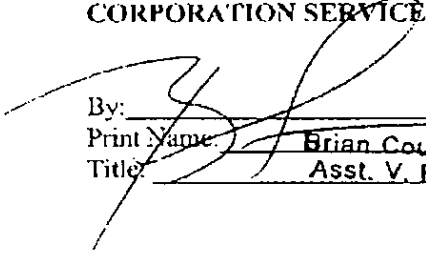
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**ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT**

I hereby accept the appointment as the initial registered agent of **VFR FOUNDATION,  
INC.**, as made in the foregoing Articles of Incorporation.

**CORPORATION SERVICE COMPANY**

Dated: 7-12-, 2018

By:   
Print Name: Brian Courtney  
Title: Asst. V. Pres.