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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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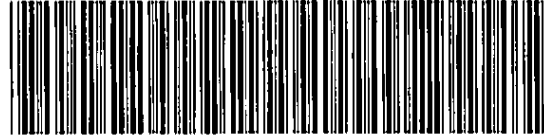
(Business Entity Name)

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COVER LETTER

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

SUBJECT: Sunrise Scholars 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: Daniel Hershey

Name (Printed or typed)

1150 Walnut Street

Address

Newton, MA 02461

City, State & Zip

617-630-6900

Daytime Telephone number

info@hurwitassociates.com

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

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

Hurwit & Associates

Legal counsel for philanthropy and the nonprofit sector

www.hurwitassociates.com

1150 Walnut Street
Newton, Massachusetts 02461
Tel (617) 630-6900
Fax (617) 928-3441
Email: info@hurwitassociates.com

August 15, 2018

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

Re: Sunrise Scholars Foundation, Inc.
Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the following submitted on behalf of the above-named organization:

1. Two copies of the Articles of Incorporation with the Transmittal Letter.
2. Filing Fee in the amount of \$78.75 to obtain a Certified Copy. Please return the Certified Copy to our address in the self-addressed, stamped envelope provided.

Should you have any questions about any of the above, please do not hesitate to contact me.

Sincerely,



Anne S. Rosenthal

ASR:dh

Enclosures

Cc: Ken Sommers

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CLERK OF SUPERIOR COURT
JANET L. BROWN

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

ARTICLE I NAME

The name of the corporation shall be: Sunrise Scholars Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:
1201 Tree Bay Lane

Sarasota, FL 34242

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Please see attached.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: As stated in bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Ken Sommers, President & Director

Address 1201 Tree Bay Lane
Sarasota, FL 34242

Name and Title: Jacob Harding, Treasurer & Director

Address: 7035 Chatham Light Run
Bradenton, FL 34212

Name and Title: Erin Harding, Secretary & Director

Address 7035 Chatham Light Run
Bradenton, FL 34212

Name and Title: _____

Address: _____

Name and Title: _____

Address _____

Name and Title: _____

Address: _____

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Sunrise Scholars Foundation, Inc.
Articles of Incorporation
Article III: Purpose

The purposes for which the corporation is organized are:

The corporation is organized and operated exclusively for charitable, educational, and scientific purposes, including but not limited to, providing programs, services, and support for low income, high achieving students to maximize their opportunities for success in the college selection and application process, academic performance in college, and overall college experiences. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 617, Florida Statutes, and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

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Sunrise Scholars Foundation, Inc.
Articles of Incorporation
Article IX: Additional Provisions –Page 1 of 3

The corporation is organized and operated exclusively for charitable, 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, or corresponding section of any future federal tax code.

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 of the corporation. Except to the extent permitted by the Internal Revenue Code, whether pursuant to an election under Section 501(h) or otherwise, 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 neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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 Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

At any time that the corporation is classified as a private foundation by the Internal Revenue Service, the following restrictions shall also apply:

Minimum Distributions. The corporation shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent tax laws.

Self-Dealing. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent tax laws.

Excess Business Holdings. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent tax laws.

Jeopardy Investments. The corporation shall not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent tax laws.

Sunrise Scholars Foundation, Inc.

Articles of Incorporation

Article IX: Additional Provisions –Page 2 of 3

Taxable Expenditures. The corporation shall not make any expenditures for the purposes of carrying on propaganda, attempting to influence legislation, or influencing the outcome of any specific public election, nor shall the corporation make any other taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent tax laws.

Disqualified Persons. No payment, or distribution shall be made by the corporation to any disqualified person as defined under Section 4946 of the Internal Revenue Code, or corresponding provisions of any subsequent tax laws, except as a reasonable allowance for expenses and for the performance of personal services which are necessary to carry out the exempt purposes of the corporation.

In the event of 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 to the extent assets of the corporation permit, dispose of all the assets of the corporation exclusively for the purposes of the corporation, in such manner as required by Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future federal tax code) and in accordance with the laws of the State of Florida.

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the officer's or director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by the corporation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

Sunrise Scholars Foundation, Inc.

Articles of Incorporation

Article IX: Additional Provisions –Page 3 of 3

This provision constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of this provision which adversely affects the right of an indemnified officer or director shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

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