

8/30/2018

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FLORIDA PROFIT/NON PROFIT CORPORATION**Fay-Constructive Foundation, Inc**

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**ARTICLES OF INCORPORATION
OF
FAY-CONSTRUCTIVE FOUNDATION, INC.**

FILED
2018 AUG 31 AM 9:05
SECRETARY OF STATE
TAMPA, FLORIDA

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the Corporation shall be FAY-CONSTRUCTIVE FOUNDATION, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 8001 Woodland Center Boulevard, Suite 100, Tampa, Florida 33614.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for educational, scientific and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) ("Code"), and, more specifically, to receive and administer funds for such purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of §501(c)(3) of the Code, or as shall in the opinion of

the Board of Directors of the Corporation, jeopardize the federal income tax exemption of the Corporation pursuant to §501(c)(3) of the Code; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a not-for-profit corporation organized under the applicable provisions of the laws of the State of Florida exclusively for educational, scientific and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

B. All property of the Corporation shall be dedicated exclusively to the foregoing purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's sponsors, organizers, 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 in this Article. 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

C. Without limiting the foregoing, the Corporation shall have the power to:

- (i) provide various forms of housing assistance, either directly or indirectly (through one or more other qualifying organizations), to low income and other economically disadvantaged persons, including persons qualifying under HUD or other governmental assistance programs in which the Corporation may elect to participate;
- (ii) combat community deterioration and lessen the burdens of government by providing or helping qualified organizations provide low income housing and rehabilitating housing for low income and other disadvantage persons;
- (iii) provide managerial and rehabilitation assistance to aid the development of low income housing;
- (iv) conduct activities that supplement programs of governmental agencies directed at encouraging low income housing and rehabilitation housing assistance;
- (v) advance and promote education by providing information or counseling and technical assistance to assist with the development and operation of low income housing; and
- (vi) support neighborhood, community and other regional revitalization and help in the creation of jobs in areas experiencing

economic decline, community deterioration and unemployment.

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

E. Without limiting any other powers the Corporation has under the applicable laws of the State of Florida, the Corporation shall have the power to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence as of the date of the filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324 and the name of the initial registered agent of the Corporation at that address is C T CORPORATION SYSTEM.

ARTICLE VI - Directors

The Corporation will have no members. All powers of the Corporation shall be exercised solely and exclusively through its Board of Directors. The Corporation initially shall have three (3) directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, provided that the number of directors shall never be fewer than three (3). The method of election and removal of directors shall be as set forth in the Bylaws of the Corporation. The names and addresses of the initial Directors are as follows:

Edward J. Fay

8001 Woodland Center Boulevard
Suite 100
Tampa, Florida 33614

Robert L. Miller

8001 Woodland Center Boulevard
Suite 100

Tampa, Florida 33614

Loren J. Morris 8001 Woodland Center Boulevard
Suite 100
Tampa, Florida 33614

ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Robert L. Miller	8001 Woodland Center Boulevard Suite 100 Tampa, Florida 33614

ARTICLE VIII - Amending Articles

These Articles of Incorporation may be amended by the Corporation's Board of Directors, voting and otherwise acting in the manner provided in the Corporation's Bylaws.

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors, voting and otherwise acting in the manner provided in the Corporation's Bylaws.

ARTICLE X - Dissolution

A. Upon the dissolution of the Corporation, its Board of Directors shall, after paying or making provision for the payment of all of its current liabilities, dispose of its remaining assets in a manner not inconsistent with the foregoing purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided above shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE XI – Immunity and Indemnity for Directors and Officers

A. To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or any other person for any statement, vote, decision, or failure to take an action while acting in such capacity, including while acting in such capacity as an agent or representative, at the request of the Board of Directors of the Corporation, on behalf of any joint venture, partnership, limited liability company or other entity in which the Corporation had an interest (a "Representative Capacity").

B. To the fullest extent permitted by law, the Corporation shall indemnify and hold harmless each director or officer of the Corporation ("Indemnitee"), and may reimburse an Indemnitee for reasonable expenses incurred, and authorize advancement of expenses reasonably likely to be incurred by the Indemnitee, in connection with a proceeding in which the Indemnitee is a party because the Indemnitee was a director or officer of the Corporation or serving in a Representative Capacity.

C. The Corporation intends to afford maximum protection to the Corporation's directors and officers, and this Article shall be interpreted consistently with that objective.

8/30/ The undersigned Incorporator has executed these Articles of Incorporation, effective as of
_____, 2018.

"INCORPORATOR"

Robert L. Miller

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE REGISTERED OFFICE DESIGNATED IN THE ARTICLES, I HEREBY ACCEPT SUCH DESIGNATION AND AGREE TO SERVE AS REGISTERED AGENT. 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

"REGISTERED AGENT"

C T CORPORATION SYSTEM, a

Delaware corporation

By: 

Name: Madonna Cuddihy

Its: Assistant Secretary