

**N18000011804**

Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Joyce A. and Mark A. Serrano Family Foundation, Inc.**

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ARTICLES OF INCORPORATION  
OF THE  
JOYCE A. AND MARK A. SERRANO FAMILY FOUNDATION, INC.

1. **NAME.** The name of this corporation is the JOYCE A. AND MARK A. SERRANO FAMILY FOUNDATION, INC.

2. **PURPOSE.** The purpose for which the corporation is organized is:

Said 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, or the corresponding section of any future federal tax code.

3. **CAPITAL STOCK.** The corporation, a corporation not for profit under Chapter 617, Florida Statutes, shall have no capital stock and no member shall have any right or title to any asset of the corporation.

4. **DURATION.** The corporation shall have perpetual existence, and its existence shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

5. **MEMBERSHIP.** The members of the Board of Directors shall be the only members of this Corporation.

6. **EARNINGS.** 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 purpose set forth in paragraph 2 hereof. 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 (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any 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 §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax law, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax law.

7. **PRIVATE FOUNDATION STATUS.** During any period that the corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code, or corresponding section of any future tax law, the corporation will:

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A. 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 imposed by §4942 of the Internal Revenue Code, or corresponding section of any future federal tax law.

B. Not engage in any act of "self dealing" as defined in §4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax law.

C. Not retain any "excess business holdings" as defined in §4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax law.

D. Not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code, or corresponding section of any future federal tax law.

E. Not make any "taxable expenditures" as defined in §4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax law.

8. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the corporation is 1724 Manatee Avenue West, Bradenton, Florida 34205, and the name of the initial registered agent of the corporation at that address is Thomas A. Moseley. The principal business address of the corporation is 1161 Westway Drive, Longboat Key, Florida and the mailing address is 1724 Manatee Avenue West, Bradenton, Florida 34205.

9. NUMBER OF DIRECTORS. The corporation shall have three directors, initially. The number of directors may be increased or diminished from time to time, by By-laws by the directors but shall never be less than three.

10. INITIAL DIRECTORS. The name and street address of each member of the initial Board of Directors, is:

<u>Name</u>	<u>Address</u>
Joyce A. Serrano	1161 Westway Drive, Longboat Key, Florida 34236
Carl A. Serrano	2424 Woods Street, Sarasota, Florida 34237
Thomas A. Moseley	1724 Manatee Avenue West, Bradenton, FL 34205

11. INCORPORATOR. The name and address of the incorporator is:

Thomas A. Moseley  
1724 Manatee Avenue West  
Bradenton, Florida 34205

12. AMENDMENTS. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a meeting of members by a majority of the members entitled to vote thereon if there are members admitted; otherwise by a majority vote of the Board of Directors; unless all the directors and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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13. INITIAL OFFICERS. The names of the officers of the corporation, who shall hold office until their successors have been elected and qualified, are as follows:

President - Joyce A. Serrano  
Vice-President - Carl A. Serrano  
Secretary - Carl A. Serrano  
Treasurer - Carl A. Serrano

14. DISSOLUTION. Upon dissolution of the corporation, any assets remaining shall be distributed to the federal government, to a state or local government, for a public purpose, or to any organization or organizations organized and operated exclusively for exempt purposes under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax law, in such proportions as shall be determined by the affirmative vote of a majority of the Board of Directors. Any assets not so distributed shall be distributed by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, to the federal government, to a state or local government, for a public purpose, or to any organization or organizations organized and operated exclusively for exempt purposes under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax law, in such proportions as said court shall determine.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on October 31<sup>st</sup>, 2018.

  
Thomas A. Moseley

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of October, 2018 by THOMAS A. MOSELEY, who is ☒ personally known to me or who ☐ produced as identification and who did not take an oath.



MARGARET M. SMITH  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# F888840  
Expires 6/22/2020

  
Notary Public  
Printed Name:  
My commission expires:

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

I hereby accept the designation as resident agent of the above corporation and agree to comply with the provisions of Fla. Stat. §48.091 relative to keeping open a location for the service of process.

  
Resident Agent

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