

Division of Corporations

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## FLORIDA PROFIT/NON PROFIT CORPORATION

The Potesta Family Foundation, Inc.

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## ARTICLES OF INCORPORATION

OF

## THE POTEITA FAMILY FOUNDATION, INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a not-for-profit corporation under the provisions of the Florida Statutes.

ARTICLE I  
NAME

The name of this corporation is THE POTEITA FAMILY FOUNDATION, INC.

ARTICLE II  
PURPOSES AND POWERS

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational 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 law. The objects and purposes of the corporation and the nature of the business to be carried on by it are as follows:

(a) To receive, maintain, and administer a fund of real and personal property, derived from all sources whatsoever, and subject to the terms of any specific gift, grant, bequest, or devise and to the restrictions set forth below, to use, apply, and distribute the income from and the principal of such a fund exclusively for charitable purposes;

(b) To do and engage in all lawful activities that further or are consistent with the preceding objects and purposes of the corporation;

(C) In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Florida.

The corporations may carry out the purposes hereinabove set forth in any state, territory, district, possession, dependency or other political subdivision of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, possession, dependency or political subdivision of the United States of America or by such foreign country.

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ARTICLE III  
EXISTENCE

The Corporation shall have a perpetual existence. The corporate existence will commence upon the filing of these Articles by the Department of State.

ARTICLE IV  
MEMBERSHIP

(a) The regular members of the Corporation shall consist of the Directors of THE POTESA FAMILY FOUNDATION, INC. Election of a Director pursuant to Article VII (a) hereof shall constitute election of said individual as a regular member, and termination of a Director for any reason shall constitute termination as a Regular Member hereunder.

(b) There shall be such honorary members, if any, as the By-laws shall authorize. No honorary member shall be entitled to participate in the affairs of the Corporation, and in no event shall honorary membership in this Corporation vest any interest in the assets of the Corporation in any such honorary member.

ARTICLE V  
LIMITATIONS

(a) Other provisions of these Articles of Incorporation, notwithstanding, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any United States Internal Revenue law; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue law, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue law.

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law.

(c) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law.

(d) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or

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intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(e) In the event of dissolution, the residual assets of the organization will be turned over to no less than three (3) or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law, or to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of in the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes. The period of dissolution if permitted by law, shall be sixty (60) months from the date of occurrence of the determination to dissolve or dissolution by operation of law.

(f) No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(g) Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE VI SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is James J. Potesta, c/o Nelson Mullins Broad and Cassel 251 Royal Palm Way, Suite 215, Palm Beach, FL 33480.

#### ARTICLE VII MANAGEMENT

The affairs of the Corporation shall be managed by the Officers pursuant to the direction of the Board of Directors.

(a) Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of this Corporation shall initially consist of three, provided, however, that such number may be changed in accordance with the By-laws, and the number of Directors shall never be less than three (3).

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The Board of Directors shall be a self-perpetuating body and shall be elected and shall serve for such terms and until such time as shall be set forth in the By-laws. In the event any vacancies shall occur because of death, resignation, incapacity to act, or removal of a Director, the then remaining Directors shall, within a reasonable time, fill the vacancy or vacancies. If in the event the vacancy is created by resignation, the resigning Director shall have the authority to nominate a replacement Director. The appointment shall be subject to majority approval by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation or By-laws may be taken without a meeting if the total Board of Directors shall individually or collectively consent in writing to such action; such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors.

The names and addresses of such members of the present Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
James J. Potesta	c/o Nelson Mullins Broad and Cassel 251 Royal Palm Way, Suite 215 Palm Beach, FL 33480
Brett Marie Potesta	c/o Nelson Mullins Broad and Cassel 251 Royal Palm Way, Suite 215 Palm Beach, FL 33480
John J. Raymond, Jr.	Nelson Mullins Broad and Cassel 251 Royal Palm Way, Suite 215 Palm Beach, FL 33480

(b) Officers. The Officers of the Corporation shall consist of the President, Vice President, Secretary and Treasurer. The Officers shall be elected by the Board of Directors for the terms and at the times as set forth in the By-laws.

The duties and powers of the Officers shall be as set forth in the By-laws.

ARTICLE VIII  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of the corporation is c/o Nelson Mullins Broad and Cassel 251 Royal Palm Way, Suite 215, Palm Beach, FL 33480. The mailing

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address of the corporation is c/o Nelson Mullins Broad and Cassel 251 Royal Palm Way, Suite 215, Palm Beach, FL 33480.

ARTICLE IX  
REGISTERED OFFICE AND AGENT


The street address of the registered office of this corporation is Capitol Corporate Services, Inc. 515 East Park Avenue, 2<sup>nd</sup> Floor, Tallahassee, FL 32301.

The Board of Directors may, from time to time, redesignate said registered agent and/or move the registered office to any other address within or without the State of Florida.

ARTICLE X  
MISCELLANEOUS

By-laws. Subject to the limitations contained in the Articles of Incorporation, the By-laws, the Corporations Not-for-Profit Law of Florida, Chapter 617, the By-laws of this Corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, either by a resolution of the Board of Directors or by following the procedures set forth therefore in the By-laws.

Articles of Amendment. Amendments to these Articles of Incorporation may be proposed and adopted by two-thirds (2/3) vote of the Board of Directors at any properly constituted meeting of the Directors or by written consent of the total Board of Directors.


  
\_\_\_\_\_  
JAMES J. POTESTA  
Incorporator

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**The Potesta Family Foundation, Inc.**

Capitol Corporate Services, Inc. having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature of Registered Agent:

Kim Tadlock, Asst Sect on behalf of Capitol Corporate Services, Inc.

Date: February 26, 2019

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