

71900004049

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H19000128261 3)))



H190001282613ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP  
Account Number : 075500004387  
Phone : (813) 229-7600  
Fax Number : (813) 229-1660

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: bhanan@shumaker.com

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**RON AND MARLA WOLF FAMILY FOUNDATION INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

FILED

2019 APR 18 AM 10:55

Electronic Filing Menu

Corporate Filing Menu

Help

APR 19 2019

2019 APR 18 PM 10:57  
FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**RON AND MARLA WOLF FAMILY FOUNDATION INC.**

Pursuant to Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, the undersigned being of full age, for the purpose of forming a not-for-profit corporation without capital stock, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said law and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of this Corporation shall be the "Ron and Marla Wolf Family Foundation Inc."

**ARTICLE II**  
**PRINCIPAL OFFICE**

The street address and mailing address of the initial principal office of this Corporation shall be located in the County of Sarasota at 2 N. Tamiami Trail, Suite 100, Sarasota, Florida 34236.

**ARTICLE III**  
**TERM OF EXISTENCE**

The duration of this Corporation shall be perpetual until dissolved according to law.

**ARTICLE IV**  
**CORPORATE PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), including the making of distributions for such purposes. Within the context of the foregoing general corporate purposes, the specific and primary purposes for which this Corporation is organized and shall be primarily operated are as follows: (a) to promote environmental sustainability by supporting the preservation of marine ecosystems and promote social welfare by the advancement of aquaculture research (where "aquaculture" is defined as the cultivation of aquatic organisms), (b) to advance education by providing educational

H19000128261 3

opportunities for worthy candidates and by supporting organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code and, and (c) to support and enhance the local community through the rehabilitation and improvement of public spaces and promotion of the arts.

The Corporation is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not For Profit Corporation Act. These purposes include providing funding for other organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) as well as receiving and administering funds for the benefit of the Corporation, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law.

#### **ARTICLE V** **REGISTERED AGENT**

The registered agent of this Corporation shall be Adam Wolf. The street address of the registered office of this Corporation shall be: 2 N. Tamiami Trail, Suite 100, located at Sarasota, Florida 34236.

#### **ARTICLE VI** **INCORPORATORS**

The name and address of the Incorporator is:

Benjamin R. Hanan  
240 S. Pineapple Avenue  
Sarasota, FL 34236

#### **ARTICLE VII** **MEMBERS AND BOARD OF DIRECTORS**

Provisions regarding the Corporation's Members and Directors are set forth in the Corporation's Bylaws.

H19000128261 3

**ARTICLE VIII**  
**VOTING**

The method of voting on corporate matters shall be as set forth in the Bylaws.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation may indemnify the incorporator, any officer or director, or any former officer or director, to the fullest extent permitted by law.

**ARTICLE X**  
**DISSOLUTION**

Upon any dissolution of the Corporation and subject to Member approval, the directors of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify the organization as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

**ARTICLE XI**  
**AMENDMENT**

These Articles may be adopted, altered, amended or repealed only by a majority vote of the Members, unless a greater number is otherwise required by law, these Articles or the Corporation's Bylaws, present at a regular or special meeting of the Members at which a quorum is present, or by all Members signing a written statement manifesting their intention that these Articles be adopted, altered, amended or repealed, provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to these Articles, shall be furnished in writing to each director, at least five (5) days prior to the meeting at which such alteration shall be voted upon. For clarification purposes, no amendment may be made to these Articles that would affect a power expressly reserved to the Members under the

H19000128261 3

Corporation's Bylaws unless the applicable percentage of votes required to exercise such power is first obtained from the Members.

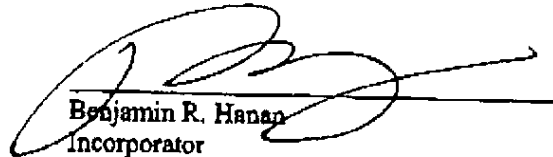
**ARTICLE XII**  
**LIMITATION ON ACTIVITIES**

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 in Article IV 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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law.) The Corporation shall not (a) engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), or (b) retain any excess business holdings as defined in section 4943 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), or (c) make any investments in a manner that subjects the Corporation to tax under section 4944 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), or (d) make any taxable expenditures as defined in section 4945(d) of the Internal Revenue

H19000128261 3

Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law). 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 the 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 the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 18 day of APRIL 2019.

  
Benjamin R. Hanan  
Incorporator

H19000128261 3

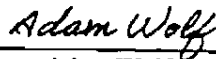
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Ron and Marla Wolf Family Foundation Inc.
2. The name and the Florida address of the registered agent is:

Adam Wolf  
2 N. Tamiami Trail, Suite 100  
Sarasota, FL 34236

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. 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 obligations of my position as registered agent.*

  
\_\_\_\_\_  
Adam Wolf  
Registered Agent