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FLORIDA PROFIT/NON PROFIT CORPORATION
TheLawrenceandEllenMacksFamilyFoundationofFloridaInc

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H19000135109 3

**ARTICLES OF INCORPORATION
OF
THE LAWRENCE AND ELLEN MACKS FAMILY FOUNDATION OF FLORIDA, INC.
(A Corporation Not-For-Profit)**

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is THE LAWRENCE AND ELLEN MACKS FAMILY FOUNDATION OF FLORIDA, INC. (the "Corporation"). The principal office or mailing address of the Corporation is 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108.

**ARTICLE II
PURPOSE**

(A) The Corporation is organized and shall at all times be operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and organized and operated exclusively for the benefit of, to perform the functions of and/or to carry out the purposes of, and be operated, supervised or controlled by or in connection with, within the meaning of Section 509(a)(3) of the Code, the Community Foundation of Collier County, Inc., a Florida not for profit corporation, which is a public charity by virtue of being a community trust described in Section 170(b)(1)(A)(vi) of the Code (the "Supported Organization"). In furtherance thereof, the Corporation shall promote the mission of and further the aims and goals of the Supported Organization by:

(1) Receiving, holding and investing assets bequeathed, devised, gifted or otherwise transferred to, or acquired, purchased or otherwise received by, the Corporation for the benefit of the Supported Organization;

(2) Administering and distributing the restricted and unrestricted funds of the Corporation, including the income thereon, in accordance with (1) the terms of any applicable restrictions established by donors and/or (2) the terms of any applicable restrictions or guidelines established by the Corporation's Board of Directors for the benefit of the Supported Organization;

(3) Participating in planned giving programs and fund development activities with and for the benefit of the Supported Organization;

(4) Providing funds and financial support, and making grants, distributions and contributions, to or for the benefit of, or which carry out the charitable purposes and mission of, the Supported Organization or to any organizations described in Code Section 509(a)(3) and also Code Section 509(a)(3)(B)(i) or (ii) which support the Supported Organization;

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H19000135109 3

H19000135109 3

(5) Engaging in any other lawful act or activity in which exempt organizations under Section 501(c)(3) of the Code and Chapter 617 of the Florida Statutes may engage; and

(6) Solely for the above purposes, to exercise all the rights and powers conferred by the laws of the State of Florida upon non-profit corporations.

ARTICLE III RESTRICTIONS

A. Notwithstanding anything contained in these Articles to the contrary, in carrying out the purposes of the Corporation all rights and powers shall be limited as follows:

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the Corporation's 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 III 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 candidates for public office.

(2) The Corporation shall not engage in or carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code. It is intended that the Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Section 501(c)(3) of the Code contributions to which are deductible as an organization described in Code Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) and which is described in Section 509(a)(1), (2) or (3) of the Code and these Articles shall be construed accordingly and all powers and activities shall be limited accordingly.

(B) In the event that at any time the Corporation is not described in Section 509(a)(1), (2) or (3) of the Code, then, in further limitation of the rights and powers of the Corporation in carrying out its purposes:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to a tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

H19000135109 3

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(4) The Corporation shall not retain or make any investments that jeopardize the charitable purpose of the Corporation or which would subject the Corporation to tax under Section 4944 of the Code.

(5) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE IV MEMBERS

The members of the Corporation and the qualifications and rights of the members shall be set forth in the Bylaws of the Corporation.

ARTICLE V DIRECTORS

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation. The manner in which the Directors are to be elected or appointed shall be as set forth in the Bylaws.

ARTICLE VI REGISTERED AGENT

The name and address of the initial registered agent of the Corporation is: HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida, 34108.

ARTICLE VII AMENDMENTS

These Articles may be amended as provided in the Bylaws.

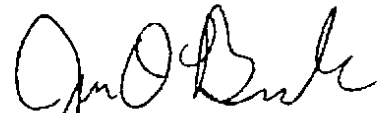
ARTICLE VIII DISSOLUTION

In the event of the dissolution of the Corporation, the directors shall, after paying or making provision of the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation to the Supported Organization, or a successor organization provided either

H19000135109 3

such organization is a qualified organization (as hereinafter defined). An organization is a "*qualified organization*" only if at the time of receiving such assets it is an organization (i) organized and operated exclusively for charitable, educational, religious or scientific purposes and qualified as an exempt organization under Section 501(c)(3) of the Code, (ii) is described in Sections 170(b)(1)(A), 170(c), 2055(A) and 2522(a) and (iii) is not a private foundation by virtue of being described in Section 509(a)(1), Section (509)(a)(2) or Section 509(a)(3) and also Section 509(a)(3)(B)(i) or (ii) of the Code and which supports the Supported Organization. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of Collier County, Florida, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand this 24th day of April, 2019, for the purpose of forming this Corporation not for profit under the Florida Not For Profit Corporation Act.



Juan D. Bendeck, Incorporator

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**THE LAWRENCE AND ELLEN MACKS FAMILY FOUNDATION OF FLORIDA, INC.
ACCEPTANCE OF REGISTERED AGENT**

HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108, being named in the Articles of Incorporation of THE LAWRENCE AND ELLEN MACKS FAMILY FOUNDATION OF FLORIDA, INC., as the registered agent of the not-for-profit corporation, hereby consents to accept service of process for the not-for-profit corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By his authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties. By his authorized signature below, the registered agent signifies that he is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 617.

HL STATUTORY AGENT, INC.,
Registered Agent

By: Jeffrey M. Folbman
Vice President

Date: April 24, 2019

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