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FLORIDA PROFIT/NON PROFIT CORPORATION

Pedro Cuban Pete Aguilar and Barbara Craddock Endowm

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ARTICLES OF INCORPORATION OF
PEDRO ("CUBAN PETE") AGUILAR AND
BARBARA CRADDOCK ENDOWMENT, INC.
(a Corporation Not-For-Profit)

ARTICLE I
NAME AND ADDRESS

The name of the Corporation is **Pedro ("Cuban Pete") Aguilar and Barbara Craddock Endowment, Inc.** ("Corporation") The principal office and mailing address of the Corporation is 2150 Goodlette Road North, Naples, Florida 34102.

ARTICLE II
PURPOSES

The primary purpose of the Corporation is to perform the functions of and carry out the purposes of the Southwest Florida Community Foundation, an organization described in IRC §§501(c)(3) and 509(a)(1) by supporting visual and performing arts, arts education and performance in the area of Latin Dance, with emphasis on (but not limited to) a style of dance originated in New York which is commonly referred to as *Mambo en Clave* in the style of the Palladium Ballroom which was immortalized by Pedro ("Cuban Pete") Aguilar.

ARTICLE III
SUPPORTED ORGANIZATION UNDER 509(a)(3)

The Corporation is organized and shall at all times be operated as a supporting organization under the provisions of §509(a)(3)(B)(i) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation shall be operated, supervised and controlled by the Southwest Florida Community Foundation, Inc., a Florida not for profit organization exempt from federal income tax under §§170(b)(1)(A)(vi), 501(c)(3) and 509(a)(1) ("Supported Organization").

The Corporation is to meet Type I supporting organization requirements is authorized to distribute income and capital of the Corporation directly to grantee organization in association with an approved grant.

ARTICLE IV
NECESSARY POWERS

The Corporation shall have the power to exercise all powers granted to a Corporation not for profit under Florida law.

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**ARTICLE V
BOARD OF DIRECTORS**

Management of the Corporation shall be vested in the Corporation's Board of Directors the members of which shall be not less than Three (3) nor more than Nine (9) individuals. The Supported Organization shall have the authority to nominate and appoint two-thirds (2/3rds) of the Directors of the Corporation and to removed or replaced any Director they have appointed in accordance with the Bylaws. The Directors of the Corporation shall have the authority to appoint one-third (1/3rd) of the directors of the Corporation and to remove and replace any director they have appointed in accordance with the Bylaws.

**ARTICLE VI
MEMBERSHIP**

The Corporation shall have no Members.

**ARTICLE VII
PROHIBITED ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 II 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 or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

If the Corporation is determined to be a private foundation at any point during its existence, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall 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 Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

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Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation qualifying for exemption from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VIII
DISSOLUTION

In the event of dissolution, the residual assets of the Corporation (other than any restricted assets which clearly provide for their disposition and shall be distributed by the Board of Directors of the Corporation in accordance with said restrictions in the granting documents) shall be distributed by the Board of Directors to one or more organizations described in §501(c)(3) and 170(c)(2) of the Code which have purposes similar to those of the Corporation as stated in Article II, above and are located in South Florida.

ARTICLE IX
AMENDMENT OF BYLAWS

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION

The Purposes of the Corporation and the disposition of assets on Dissolution may be amended only by the unanimous consent of the Directors of the Corporation couple with the affirmative vote of a majority in interest of the Board of the Supported Organization.

The remaining Articles of the Articles of Incorporation may be amended, altered, restated or repealed and new Articles may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

ARTICLE XI
REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The street address of the Corporation's registered office in the State of Florida is 2150 Goodlette Road North, Naples, Florida 34102, and the name of its registered agent at such office is Wood, Buckel and Carmichael, PLLC.

ARTICLE X
EFFECTIVE DATE

The Effective Date of these Articles shall be June 19, 2019.

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**ARTICLE XI
INCORPORATOR**

The name and address of the sole incorporator is:

Kevin Carmichael
Wood Buckel & Carmichael
2150 Goodlette Road North
6th Floor
Naples, Florida 34102

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation at Naples, Florida on the 19 day of June, 2019.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.153.


Kevin Carmichael, Incorporator

**CERTIFICATE OF ACCEPTANCE OF
DESIGNATED REGISTERED AGENT AND REGISTERED OFFICE**

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 all on the 19 day of June, 2019.

Wood Buckel and Carmichael, PLLC


Kevin Carmichael, Registered Agent

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