

N190000008187

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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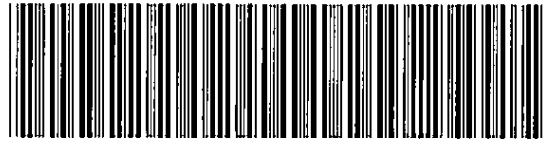
(Business Entity Name)

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TALLAHASSEE, FLORIDA

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.Incserv.com
e-mail: accounting@incserv.com

ORDER FORM

TO Florida Department of State
Division of Corporations, Clifton
Building
2661 Executive Center Circle
Tallahassee, FL 32301
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Stops
mstops@incserv.com
850.656.7953

REQUEST DATE 8/2/2019

PRIORITY Routine

OUR REF # (Order ID#) 760432

ORDER ENTITY

HUFFNER FAMILY FOUNDATION, INC.

PLEASE PERFORM THE FOLLOWING SERVICES:

HUFFNER FAMILY FOUNDATION, INC. (FL)

New corp filing

NOTES:

\$70.00 Authorized

Email address for annual report reminders: jeff@alliancecorpsolutions.com

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



ARTICLES OF INCORPORATION
OF
HUFFNER FAMILY FOUNDATION, INC.

[(In Compliance with Chapter 617, Florida Statutes – (Not for Profit)]

The undersigned, a natural person of the age of eighteen or over, desiring to form a corporation pursuant to the Florida Not-For-Profit Corporation Act, does hereby certify:

FIRST: The name of the corporation is the HUFFNER FAMILY FOUNDATION, INC. (the "Corporation").

SECOND: The street address of the initial principal office of the Corporation is 2550 Goodlette Frank Road, Suite 100, Naples, FL 34103.

THIRD: The Corporation shall be a nonprofit corporation and shall be organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury regulations promulgated thereunder, and, if to any specific provision, it shall include any corresponding Treasury regulations and any comparable provision of any subsequently enacted revenue law of the United States in effect from time to time (the "Code"). The purposes for which the Corporation is formed are as follows:

(a) to accept, hold, invest, re-invest and administer any property and rights of any sort, including but not limited to gifts, bequests, devises, benefits or trusts (but not to act as trustee of any trust), without limitations as to amount or value, and to use, disburse or donate the income or principal thereof, or any part thereof, for exclusively charitable purposes;

(b) to give, convey or assign any of its property outright, or upon lawful terms regarding the use thereof to organizations organized and operated exclusively for charitable, religious, literary, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code and described in Code Section 170(b)(1)(A);

(c) to perform any acts, including the raising of funds, publicly and privately, necessary or incidental to the carrying out of any of the purposes herein set forth;

(d) to exercise its rights, powers and privileges, to do and participate in all and everything necessary, suitable or proper for the accomplishment of the Corporation's purposes or powers and the attainment of its objects, subject to the restrictions of all applicable laws; and

(e) to hold meetings of its Board of Directors and members, to have one or more officers, and to keep its books and records in any part of the United States.

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CLERK OF DISTRICT COURT
NAPLES, FLORIDA

FOURTH: Except as otherwise provided in the bylaws or applicable law, there will be no members in the Corporation. The number of directors constituting the Board of Directors of the Corporation may be increased or diminished from time to time in the manner specified in the bylaws of the Corporation, but shall not be reduced to less than three (3). The manner in which subsequent directors are to be appointed or elected shall be specified in the bylaws of the Corporation. The Board of Directors is expressly authorized to make, alter, or repeal the bylaws of the Corporation.

FIFTH: The number of directors comprising the initial Board of Directors of the Corporation will be three (3). The names and addresses of the persons who are to be the initial directors of the board of Directors of the Corporation who shall hold office until their successors are appointed or elected and have qualified or until their resignation or removal, are as follows:

<u>Name</u>	<u>Address</u>
Donald E. Huffner, Jr.	2550 Goodlette Frank Road Naples, FL 34103
Kathryn B. Huffner	2550 Goodlette Frank Road Naples, FL 34103
Donald E. Huffner III	2000 Little Raven St., Unit 201 Denver, CO 80202

SIXTH: The principal officers of the Corporation shall be a President, one or more Vice-Presidents, a Secretary, and a Treasurer, who shall be elected from time to time in the manner set forth in the bylaws adopted by the Corporation.

SEVENTH: The Corporation shall indemnify an officer, director or employee or any former officer, director or former employee, to the fullest extent permitted by law; provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provisions of the Code applicable to corporations described in Section 501(d)(3) of the Code.

EIGHTH: The street address of the initial registered office of the Corporation is 2550 Goodlette Frank Road, Suite 100, Naples, FL 34103, and the name of its initial registered agent at such address is Donald E. Huffner, Jr.

NINTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 THIRD 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, to the extent applicable to maintain its exemption under Section 501(a) if the Code, comply with Section 508 of the Code insofar as such Section:

(a) requires the Corporation to distribute such amounts for each taxable year allocated at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Code;

(b) prohibits the Corporation, its directors or officers from engaging in any act of self-dealing which is subject to tax under Section 4941 of the Code;

(c) prohibits the Corporation from retaining any excess business holdings which are subject to tax under Section 4943 of the Code;

(d) prohibits the Corporation from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and

(e) prohibits the Corporation from making any taxable expenditures which are subject to tax under Section 4945 of the Code.

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

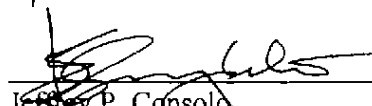
TENTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to one or more organizations described in Sections 501(c)(3) and 170(b)(1)(A)(i) of the Code for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purposes, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer, or any private individual.

ELEVENTH: The Corporation shall have a perpetual existence, unless dissolved sooner according to law.

TWELFTH: The name and address of the sole incorporator is:

Jeffrey P. Consolo
McDonald Hopkins LLC
600 Superior Avenue E., Suite 2100
Cleveland, OH 44114

IN WITNESS WHEREOF, the undersigned incorporator has executed and submits these Articles of Incorporation this 31st day of July, 2019 and affirms that the facts stated herein are true.


Jeffrey P. Consolo
Incorporator

**CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

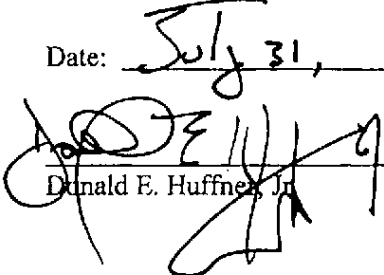
Pursuant to the provisions of Section 617.0501, Florida Statutes, the Corporation named below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corp[oration] is the Huffner Family Foundation, Inc.
2. The name and address of the registered agent and office is:

Donald E. Huffner, Jr.
2550 Goodlette Frank Road
Suite 100
Naples, FL 34103

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 RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Date: July 31, 2019



Donald E. Huffner, Jr.

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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF S.W. FLORIDA