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ACCOUNT NO. : I20000000195

REFERENCE : 913384 81282A

AUTHORIZATION :



COST LIMIT : \$ 70.00

ORDER DATE : September 10, 2019

ORDER TIME : 9:31 AM

ORDER NO. : 913384-005

CUSTOMER NO: 81282A

DOMESTIC FILING

NAME: SHIRLEY J. WILLIAMS CHARITABLE,  
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Amanda Robinson - EXT.

EXAMINER'S INITIALS: \_\_\_\_\_

# ARTICLES OF INCORPORATION

OF

## SHIRLEY J. WILLIAMS CHARITABLE FOUNDATION, INC.

The undersigned person(s), acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

### ARTICLE I.            NAME

The name of the corporation is

**SHIRLEY J. WILLIAMS CHARITABLE FOUNDATION, INC.**

### ARTICLE II.            DURATION:

The Term of existence of the corporation is perpetual and the corporate existence will commence on the filing of these Articles by the Department of State.

### ARTICLE III.            STATEMENT OF CORPORATE NATURE

The Corporation is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Part I of Chapter 617, of the Florida Statutes.

### ARTICLE IV.            NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To engage in any lawful act or activity for which corporations may be organized under the Florida Corporations Not for Profit Law set forth in Part I of Chapter 617 of the Florida Statutes.

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2. To operate exclusively for such charitable, and educational purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distribution to organizations which qualify as tax-exempt organizations under that code.

#### ARTICLE V. TRUSTEES

There shall be three (3) members of the initial Board of Trustees of the Corporation. The name and address of each person who is to serve as Trustee until the first election thereof are as follows:

NAME:	ADDRESS:
Robert A. Dickinson	460 S. Indiana Ave. Englewood, FL 34223
David Orris	579 S. Indiana Ave, Suite B2 Englewood, FL 34223
Alejandra M. Juffe, CPA	900 E. Pine Street, Ste. 125 Englewood, FL 34223

#### ARTICLE VI. Principal Address for the foundation and Office for the Registered Agent

The initial Principal office of the corporation shall be located at 460 S. Indiana Ave., Englewood, Sarasota County, Florida, 34223. The initial Registered Agent of the corporation is Robert A. Dickinson, whose address is 460 S. Indiana Ave., Englewood, FL 34223.

ARTICLE VII.        TRUSTEES

The Powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of Trustees. The number of Trustees of the corporation shall be three (3); provided, however, that the number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The Trustees named herein as the first board of trustees shall hold office until the first meeting of members, to be held on January 11, 2019, at 2:00 p.m. at 460 S. Indiana Ave., Englewood, FL 34223, at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all subsequent times, shall serve for a term of five (5) years until the next election by members following the election of trustees and until the qualifications of the successors in office. Annual meetings shall be held at 2:00 p.m., on the first Tuesday of January of each year at the principal office of the corporation, or at any other place or places designated by the board of trustees by resolution.

Any action required or permitted to be taken by the board of Trustees under any provisions of law may be taken without a meeting, if all of the members of the board, individually, or collectively, consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of Trustees without a meeting and that the articles of incorporation

and bylaws of this corporation authorize the trustees to act in this manner.

This Statement shall be prima facie evidence of the Trustees' authority.

The Name and address of each incorporator are:

**NAME:**

**ADDRESS:**

Robert A. Dickinson

460 S. Indiana Ave.  
Englewood, FL 34223

David Orris

579 S. Indiana Ave, Suite B2  
Englewood, FL 34223

Alejandra M. Juffee, CPA

900 E. Pine Street, Ste. 125  
Englewood, FL 34223

**ARTICLE VIII. ELECTION OF OFFICERS:**

The board of trustees shall elect the following officers: President, vice president, treasurer and secretary, and any other officers which the bylaws of this corporation authorize the Trustees to elect. Initially, officers shall be elected at the first annual meeting of the board of trustees. Until that election is held, the following persons shall serve as corporate officers:

**NAME:**

**ADDRESS:**

David Orris, President

579 S. Indiana Ave, Suite B2  
Englewood, FL 34223

Robert A. Dickinson,, Vice President

900 E. Pine Street, Ste. 125  
Englewood, FL 34223

Alejandra M. Juffee, CPA Treasurer/Secretary

900 Pine Street, Suite 126  
Englewood, FL 34223

ARTICLE IX.            AMENDMENTS TO BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate actions that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the board of trustees or by following the procedures set forth in the bylaws.

ARTICLE X.            CHARITABLE PURPOSE

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Trustee, Officer or member or to the benefit of any private individual.

ARTICLE XI.            ANNUAL DISTRIBUTIONS

The net income of the Charitable Foundation is to be paid to the following named beneficiaries on at least an annual basis, or at such other intervals as the Trustees may determine in the Trustees' sole discretion, in the following manner:

- (a)    A Seventy-Five Percent (75%) share to Elsie Quirk Library of Englewood
- (b)    A TWENTY-FIVE PERCENT (25%) share to ENGLEWOOD YMCA

ARTICLE XII.           DISSOLUTION

On the dissolution or winding up of this corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt

status under Section 501(c)(3)) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.

### ARTICLE XIII. CHARITABLE EXEMPTIONS

The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on un-distributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code, or the Corresponding Section of any future federal tax code.

The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal revenue code.

Anything in these articles of incorporation to the contrary notwithstanding, the purpose of purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for those purpose, the making of distributions to organizations that qualify as tax-exempt organization under the Internal Revenue Code.



This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or Trustee of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the Board of Trustees (which shall at the time qualify as a tax--exempt organization under Internal Revenue Code Section 501(c)(3) or as that statute may be amended.

#### ARTICLE XIV. RIGHTS AND LIABILITIES:

The sole class of members of this corporation shall be its Trustees.

The Members of this corporation shall have no right, title or interest in its income, property, or assets, nor shall any portion of its income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

#### ARTICLE XV.       AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members of their vote. Amendments may be adopted by a vote of at least two thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on this 6<sup>th</sup> day of September, 2019.

David Orris

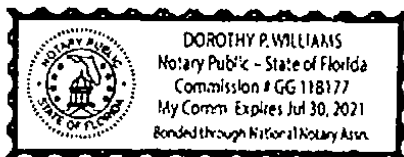
Robert A. Dickinson

Alejandra M. Juffe

STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county above-named to take acknowledgments, personally appeared, David Orris, and Robert A. Dickinson, to me known to be the individual described as the Incorporator and Subscriber, and who executed the foregoing Articles of Incorporation and who acknowledged before me that they subscribed to these Articles of Incorporation and who is personally known to me or has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the county and state named above this 6<sup>th</sup> day of September, 2019



Dorothy P. Williams

Notary Public

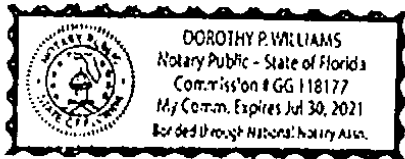
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county above-named to take acknowledgments, personally appeared,

Alejandra M. Juffe, to me known to be the individual described as the Incorporator and Subscriber, and who executed the foregoing Articles of Incorporation and who acknowledged before me that they subscribed to these Articles of Incorporation and who is personally known to me or has produced \_\_\_\_\_ as identification.

WITNESS my hand and official seal in the county and state named above this 6<sup>th</sup> day of September, 2019



Dorothy P. Williams

Notary Public

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

SHIRLEY J. WILLIAMS CHARITABLE FOUNDATION, INC.

By: [Signature]  
David Orris

By: [Signature]  
Robert A. Dickinson

By: [Signature]  
Alejandra M. Juffe

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

[Signature]  
Robert A. Dickinson

Date: Sept. 6, 2019

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