

11/18/2019

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FLORIDA PROFIT/NON PROFIT CORPORATION

The Smith Brothers Family Foundation, Inc.

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE SMITH BROTHERS FAMILY FOUNDATION, INC.
(A Not-For-Profit Corporation)**

The undersigned, acting as Incorporator of THE SMITH BROTHERS FAMILY FOUNDATION, INC., a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following as Articles of Incorporation for such Corporation ("Articles of Incorporation"):

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be THE SMITH BROTHERS FAMILY FOUNDATION, INC. The initial principal office of the Corporation shall be 2527 Nelson Miller Parkway, Suite 207, Louisville, Kentucky 40223 and mailing address for the Corporation shall be: The Smith Brothers Family Foundation, Inc., c/o Castellan Group, 2527 Nelson Miller Parkway, Suite 207, Louisville, Kentucky 40223.

ARTICLE II

PURPOSE

The Corporation is organized and shall be operated exclusively to benefit charitable, religious, scientific, literary, educational or other charitable organizations and to further religious, scientific, literary, educational or other charitable purposes, determined by the Board of Directors by making distributions, as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as now in effect or as may hereafter be amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and to engage in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of the State of Florida.

H19000337439 3

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, and apply the income and principal thereof, as the Board of Directors of the Corporation (the "Board") may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious, charitable, scientific, literary or educational purposes, and engage in any lawful activity for which not-for-profit corporations may be organized under Florida law.

In furtherance of its corporate purpose, the Corporation shall have all the general powers enumerated in Chapter 617 of the Florida Statutes, as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

ARTICLE III

LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in this Certificate of Incorporation, and reasonable reimbursements and compensation may be paid for services rendered to or for the Corporation affecting its purposes.

B. No substantial part of the activities of the Corporation shall be the carrying on of any propaganda, or otherwise attempting to influence legislation as defined in Section 4945 of the Code and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office.

H19000337439 3

C. During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax on undistributed income imposed by Section 4942 of the code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943 (c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such a manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

D. Notwithstanding any other provision of these Articles 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, carry on any activity not permitted to be carried on by a not-for-profit corporation, contributions to which are deductible under Section 170 (c)(2) of the Code, or carry on any activity not permitted to be carried on by a non-for-profit corporation organized under the laws of the State of Florida pursuant to the provisions of Florida law.

ARTICLE IV

INCORPORATOR

The name of the Incorporator of this Corporation is Scott S. Smith, and the address of said Incorporator is c/o Castellan Group, 2527 Nelson Miller Parkway, Suite 207, Louisville, Kentucky 40223.

H19000337439 3

Victoria A. Smith
c/o Castellan Group
2527 Nelson Miller Parkway, Suite 207
Louisville, Kentucky 40223

Barry C. Brauch
c/o Castellan Group
2527 Nelson Miller Parkway, Suite 207
Louisville, Kentucky 40223

ARTICLE VII

BYLAWS

The Bylaws of the Corporation shall be adopted, altered, amended or repealed by a majority vote of the Members or as provided in the Bylaws themselves. The Bylaws of the Corporation may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or these Articles of Incorporation.

ARTICLE VIII

DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, the Board shall perform all necessary acts required by Florida law. 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 (i) to the Federal government, (ii) to a state or local government, for a public purpose or (iii) to such one or more exempt purposes within the meaning of section 501(c)(3) of the Code as the Board shall determine or if there are no directors, then as set forth in the Bylaws of the Corporation. Any such asset not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the office of the registered agent of the Corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and

H19000337439 3

ARTICLE V

MEMBERS

- A. The Corporation shall have one class of Members.
- B. The initial Members of the Corporation are Scott S. Smith and Sean S. Smith.
- C. The Members may select successor Members and shall have such powers as provided in the Bylaws of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

- A. Directors shall be elected or appointed in the manner set forth in the Bylaws of the Corporation.
- B. The number of persons constituting the initial Board of Directors shall be five (5).
The number of Directors shall be determined as provided in the Bylaws of the Corporation. The names and addresses of the initial Board of Directors are as follows:

Names and Addresses:

Scott S. Smith
c/o Castellan Group
2527 Nelson Miller Parkway, Suite 207
Louisville, Kentucky 40223

Shundralyn D. Smith
c/o Castellan Group
2527 Nelson Miller Parkway, Suite 207
Louisville, Kentucky 40223

Sean S. Smith
c/o Castellan Group
2527 Nelson Miller Parkway, Suite 207
Louisville, Kentucky 40223

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operated exclusively for such purposes, considering charities previously supported by the Corporation. In no event shall any of such assets or property be distributed to any member, director or officer or any private individual. Notwithstanding the foregoing, the Corporation must be dissolved and distributed in such a way so as not to prevent or impair it from becoming and remaining exempt from Federal income taxation, as a corporation described under section 501(c)(3) of the Code.

ARTICLE IX

REGISTERED OFFICE AND AGENT

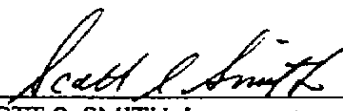
The street and mailing address of the registered office of the Corporation is 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, Florida 33410 and the name of the registered agent of the Corporation at that address is Corporate Creations Network Inc., a Florida corporation.

ARTICLE X

MISCELLANEOUS

The Corporation shall have perpetual existence. The Corporation shall issue no shares of stock and shall have no shareholders.

The Incorporator has hereunto fixed his signature this 15 day of November, 2019.



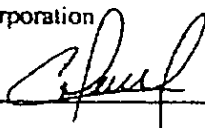
SCOTT S. SMITH, Incorporator

H19000337439 3

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

CORPORATE CREATIONS NETWORK INC., a Florida corporation, hereby accepts its appointment as the registered agent of THE SMITH BROTHERS FAMILY FOUNDATION, INC., as made in the foregoing Articles of Incorporation.

CORPORATE CREATIONS NETWORK INC., a
Florida corporation

By: 

Printed Name: Carlos M Alvarez

Its: Special Secretary

Dated: November 15th, 2019

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TALLAHASSEE, FLORIDA