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## COVER LETTER

20 JAN 31 11 56

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: THE NEIL A. SMITHSON FOUNDATION, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: GREGORY W. KABEL, ESQ  
\_\_\_\_\_  
Name (Printed or typed)

1 EAST BROWARD BLVD., STE 700  
\_\_\_\_\_  
Address

FT LAUDERDALE, FL 33301  
\_\_\_\_\_  
City, State & Zip

954-761-7770  
\_\_\_\_\_  
Daytime Telephone number

greg@kbellaw.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

# ARTICLES OF INCORPORATION

## OF

### THE NEIL A. SMITHSON FOUNDATION, INC.

20 JAN 31 11 58 AM '05

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, the undersigned hereby makes, adopts and subscribes the following Articles of Incorporation:

#### ARTICLE I – NAME

The name of the corporation shall be THE NEIL A. SMITHSON FOUNDATION, INC.

#### ARTICLE II – PURPOSE

This corporation is organized exclusively for charitable, educational and scientific purposes, to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, educational and scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code.

In support of such purposes, the main activities of this corporation shall include: (a) to institute and support charitable, educational and scientific programs and activities; and (b) to do any and all other acts and things and to exercise any and all other rights and powers which may be necessary, advisable, desirable or expedient in the accomplishment of any of the foregoing purposes.

#### ARTICLE III – TAX-EXEMPT RESTRICTIONS

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, 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 the immediately preceding paragraph. No substantial part of the activities of this 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. Notwithstanding any other provision of these article of incorporation, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

This corporation shall distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

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

This corporation shall not make any investments in a manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

This corporation shall not make any taxable expenditures as defined in Section 4945 of the Code, or the corresponding section of any future federal tax code.

#### **ARTICLE IV – BOARD OF DIRECTORS**

This corporation's business, policies, affairs and funds shall be under the control and management of a Board of Directors, the members of which shall be elected in the manner provided in the bylaws.

The number of persons constituting the first Board of Directors shall be three (3). The number of members of the Board of Directors may be changed as provided in the Bylaws, but in no event shall there be less than three (3).

The names of the first Board of Directors are as follows:

**Smithson, Neil A. – Director and Chairman of the Board**

2601 E. Oakland Park Blvd, Suite 406

Fort Lauderdale, FL 33306

**Topp, Charles P. – Director and Vice Chairman of the Board**

2601 E. Oakland Park Blvd, Suite 406

Fort Lauderdale, FL 33306

**Smithson, Daniel R. – Director**

2601 E. Oakland Park Blvd, Suite 406

Fort Lauderdale, FL 33306

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## **ARTICLE V – MEMBERS**

The Board of Directors of this corporation serving from time to time shall be its members.

## **ARTICLE VI – TERM OF EXISTENCE**

This corporation shall exist perpetually unless and until dissolved as now or hereafter provided by law.

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of this corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

## **ARTICLE VII – BYLAWS**

The bylaws of this corporation shall be adopted, altered, amended or repealed by a majority of the Board of Directors. The bylaws may contain any provisions for the regulation and management of the affairs of this corporation not inconsistent with law or these articles of incorporation.

## **ARTICLE VIII – AMENDMENT OF THESE ARTICLES**

These articles of Incorporation may be amended only by two-thirds vote of the Board of Directors of this corporation.

## **ARTICLE IX – OFFICE AND REGISTERED AGENT**

The principal address and mailing address of this corporation shall be:

2601 E. Oakland Park Blvd, Suite 406

Fort Lauderdale, FL 33306

The registered agent of this corporation shall be:

20 JAN 31 6 53 06

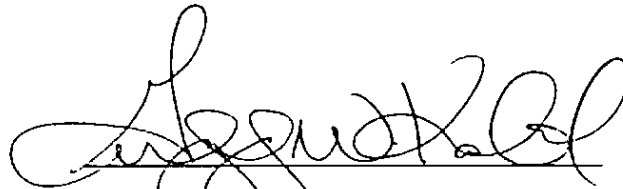
Gregory W. Kabel, Esq.  
One East Broward Blvd., Suite 700  
Ft Lauderdale, FL 33301

### ARTICLE X – INCORPORATOR

The incorporator of this corporation is:

Gregory W. Kabel, Esq.  
One East Broward Blvd., Suite 700  
Ft Lauderdale, FL 33301

**IN WITNESS WHEREOF**, I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.

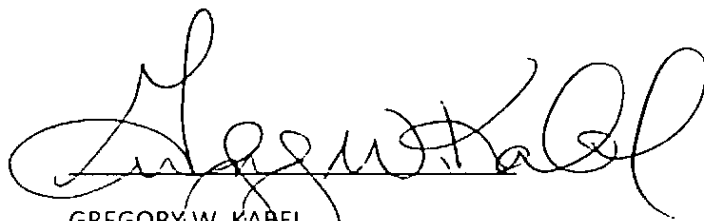


GREGORY W. KABEL

January 30, 2020

### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Gregory W. Kabel, 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.



GREGORY W. KABEL

January 30, 2020