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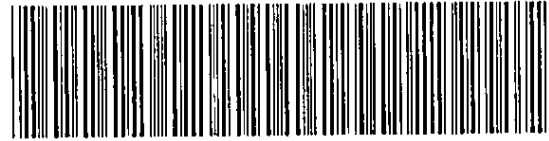
(Business Entity Name)

(Document Number)

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FILED  
2020 APR 21 AM 11:02  
FALL RIVER, MA

FILED

2020 APR 21 PM 4:26

FILED

APR 22 2020  
K Brumbley

## Advanced Incorporating Service

1317 California Street  
P.O. Box 20396  
Tallahassee, FL 32316

Phone: 850-222-CORP  
Fax: 850-575-2724  
Email: [orders@aisincfl.com](mailto:orders@aisincfl.com)  
Website: [www.aisincfl.com](http://www.aisincfl.com)

NAME OF ENTITY <u>LCSO Fallen Deputy</u> <u>Memorial, Inc.</u>	FOR OFFICE USE ONLY

### PICK ONE:

☐ CERTIFIED COPY ☒ PHOTOCOPY ☐ C.U.S.

### FILING:

☒ CORPORATION ☐ LLC ☐ LIMITED PARTNERSHIP ☐ GENERAL PARTNERSHIP  
☐ FICTITIOUS NAME ☐ SERVICE MARK/TRADEMARK ☐ AMENDMENT  
☐ FOREIGN QUALIFICATION ☐ JUDGMENT LIEN  
☐ OTHER \_\_\_\_\_

### RETRIEVAL:

☐ GOOD STANDING CERT/C.U.S. ☐ CERTIFIED COPY ☐ PHOTOCOPY  
Of \_\_\_\_\_

### APOSTILLE/CERTIFICATION REQUEST:

Country \_\_\_\_\_

Amount of Documents \_\_\_\_\_

DATE 4/21/20 TIME \_\_\_\_\_

Notes: \_\_\_\_\_  
\_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
LCSO FALLEN DEPUTY MEMORIAL INC.  
(a Florida Not For Profit Corporation)**

FILED  
2020 APR 21 AM 11:02  
CLERK OF CIRCUIT COURT  
JUDICIAL CIRCUIT IN AND FOR  
LEE COUNTY, FLORIDA

*Pursuant to the provisions of Sections 617.0202, Florida Statutes, the undersigned incorporator of this Florida nonprofit corporation adopts the following Articles of Incorporation.*

**ARTICLE I**

The name of this corporation is LCSO FALLEN DEPUTY MEMORIAL INC. (the "**Corporation**").

**ARTICLE II**

The Corporation's principal office and mailing address are located at 14750 Six Mile Cypress Pkwy., Fort Myers, Florida 33912.

**ARTICLE III**

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

**ARTICLE IV**

The Corporation is organized exclusively for charitable and educational purposes as described in Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("**Code**").

In pursuance of the foregoing, the specific intended purpose of the Corporation shall be to erect and maintain a memorial and hold ceremonies in honor and remembrance of the fallen deputies who have served in the Lee County Sheriff's Office and the sacrifice of their survivors, and to accept, hold, administer and disburse such funds as may from time to time be contributed to the Corporation for charitable purpose, including the making of distributions to organizations described in Section 501(c)(3) of the Code and the conduct of other charitable activities as determined by the Corporation's Board of Directors.

**ARTICLE V**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes, to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation, and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and to exercise all powers granted to a Corporation not for profit under Florida law.

## **ARTICLE VI**

Management of the Corporation shall be vested in a Board of Directors, the members of which shall be not less than three (3). The manner in which the directors are elected and appointed is set forth in the Corporation's Bylaws. The day to day business of the Corporation shall be conducted by the officers designated in the Corporation's Bylaws. The officers shall be elected each by the Board of Directors in the manner set forth in the Corporation's Bylaws and such officers shall serve at the pleasure of the Board of Directors. The initial directors/officers are:

**Title: President**

Dennis Fahey  
14750 Six Mile Cypress Parkway  
Fort Myers, FL 33912

**Title: Treasurer**

Annmarie Reno  
14750 Six Mile Cypress Parkway  
Fort Myers, FL 33912

**Title: Secretary**

Carol Rae Culliton  
14750 Six Mile Cypress Parkway  
Fort Myers FL 33912

## **ARTICLE VII**

The Corporation shall have no Members.

## **ARTICLE VIII**

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed in accordance with a plan of dissolution to be adopted by the Board of Directors. The assets distributed under the plan of dissolution (the "**Distributable Assets**") shall be distributed to one or more charitable and educational corporations within the meaning of Section 501(c)(3) of the Code created and operated for one or more exempt purposes within the meaning of Article IV hereof, other than for religious purposes. Any such Distributable Assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office 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 operated exclusively for such purposes. In no event will the Distributable Assets be conveyed to any organization created or operated for profit or to any individual.

## **ARTICLE IX**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 IV 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 Section 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 Section 501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under Sections 170(c)(2), 2055, and 2522 of the Code.

## **ARTICLE X**

In the event that the Corporation shall be considered to be a private foundation, by means of an inadvertent or intentional change to its present status as a public charity as such terms are defined in Section 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 Section 4942 of the Code; and,

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

## **ARTICLE XI**

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by a majority vote 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 federal or Florida law or these Articles of Incorporation.

## **ARTICLE XII**

These Articles of Incorporation may be amended, altered and/or restated only by a

majority vote of the members of the Board of Directors.

#### ARTICLE XIII

The name of the initial registered agent of the Company is Universal Registered Agents, Inc., and the street address of the initial registered agent, which shall be the registered office of the Company, is 1317 California Street, Tallahassee, Florida 32304.

#### ARTICLE XIV

The name and address of the incorporator is:

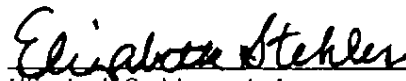
Elizabeth Stehler  
Harter Secrest & Emery LLP  
50 Fountain Plaza, Suite 1000  
Buffalo, New York 14202

#### ARTICLE XV

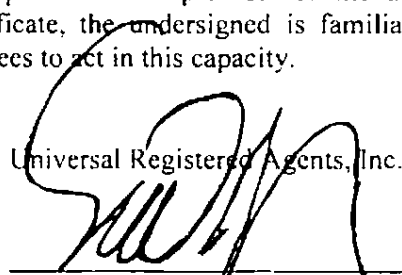
#### ADOPTION OF ARTICLES

These Articles of Incorporation of the Corporation were adopted by the sole incorporator of the Corporation as permitted by Florida law. The Corporation has no members. Therefore, no members were required to vote.

**IN WITNESS WHEREOF**, the undersigned sole incorporator of the Corporation has executed these Articles of Incorporation on the 17th day of April, 2020.

  
Elizabeth Stehler, sole Incorporator

Having been named as registered agent to accept service of process for the above-stated Corporation at the place designated in this certificate, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

  
Universal Registered Agents, Inc.

Print Name and Title: Eric White, Asst VP

Dated: 4/21/2020