

**N200000007373**

## Florida Department of State

Division of Corporations

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Email Address: jmoore@moorelawvero.com**FLORIDA PROFIT/NON PROFIT CORPORATION****Distinguished Lecturer Series Foundation, Inc.**

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## ARTICLES OF INCORPORATION FOR DISTINGUISHED LECTURER SERIES FOUNDATION, INC.

We, the Incorporators, being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

### ARTICLE I

#### Name

The name of this corporation shall be DISTINGUISHED LECTURER SERIES FOUNDATION, INC. and it shall be referred to herein as the "Corporation."

### ARTICLE II

#### Initial Principal Office

The address of the initial principal office of the Corporation (which is the same as the street and mailing address) is:

c/o Riverside Theatre  
3250 Riverside Park Drive  
Vero Beach, FL 32963

### ARTICLE III

#### Purposes and Limitations

1. This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 these Articles of Incorporation.
3. No 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 any candidate for public office.
4. Notwithstanding any other provision of these Articles, the 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 Internal Revenue Code, (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida, pursuant to the provisions of Chapter 617 of The Florida Statutes.
5. The Corporation will 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

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the Internal Revenue Code, or the corresponding section of any future federal tax code.

6. 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.

7. 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.

8. The Corporation will not make any investments in a 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.

9. The Corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE IV**

##### **Membership; Directors and Election of Directors**

The Corporation shall be organized on a non-stock basis.

The Corporation shall have members. Each member shall be a member of the Distinguished Lecturer Series Committee of The Riverside Theatre, Inc. (the "DLS Committee") and each member of the DLS Committee shall be a member of the Corporation so that, at all times, the members of the Corporation shall be identical to the members of the DLS Committee.

The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The Board of Directors shall: (i) each be a member of the Corporation and (ii) be elected under a method to be stated in the Bylaws of the Corporation.

#### **ARTICLE V**

##### **Registered Agent**

The name and address of the initial registered agent and registered office are:

JOHN E. MOORE, III  
THE LAW OFFICES OF JOHN E. MOORE, III, PLLC  
3240 CARDINAL DRIVE, SUITE 200  
VERO BEACH, FL 32963

#### **ARTICLE VI**

##### **Amendment**

Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the Bylaws of the Corporation.

#### **ARTICLE VII**

##### **Incorporation of Definition of Terms**

All general or specific references herein made to the Internal Revenue Code shall be

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deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

#### ARTICLE VIII Dissolution of the Corporation

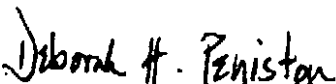
Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation (as described in Section 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the Corporation under conditions requiring return, as described in Section 617.1406(3)(b) of the Florida Statutes) to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (as described in Section 617.1406(3)(c) of the Florida Statutes). In furtherance of the foregoing, any such plan of distribution shall be in accordance with the terms of Section 617.1406 of the Florida Statutes.

Any such assets not so disposed of shall be disposed of by the Circuit Court having jurisdiction over matters occurring in the County in which the principal office of the Corporation is then located, exclusively for distribution to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation.

#### ARTICLE IX Indemnification

The Corporation shall have the power to indemnify its officers, Directors, employees and agents to the fullest extent permitted by any applicable law, including, but not limited to, the provisions of Section 617.0831 of the Florida Statutes.

We, the Incorporators, declare that we have examined the foregoing Articles of Incorporation and that the statements contained therein are, to the best of our knowledge and belief, true, correct and complete. Executed this 8<sup>th</sup> day of July, 2020.



DEBORAH HASLAM PENISTON  
Incorporator  
200 Ocean Road, Apt. 3B  
Vero Beach, Florida 32983



FRANCES FLETCHER ATCHISON  
Incorporator  
9007 Somerset Bay Lane, #202  
Vero Beach, Florida 32983

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, 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 Corporation is: **DISTINGUISHED LECTURER SERIES FOUNDATION, INC.**
2. The name and address of the registered agent and office is:

JOHN E. MOORE, III  
THE LAW OFFICES OF JOHN E. MOORE, III, PLLC  
3240 CARDINAL DRIVE, SUITE 200  
VERO BEACH, FL 32963

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
JOHN E. MOORE, III, on behalf of THE LAW  
OFFICES OF JOHN E. MOORE, III, PLLC

July 8, 2020  
Date

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