

11/4/2020

N20000012567

H200003825493

Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H20000382549 3)))



H200003825493ABC0

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850)521-0821
Fax Number : (850)558-1515

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
ELEANORE L. LEMPKE CHARITABLE FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

RECEIVED

2020 NOV -4 AM 10:29

20 NOV -4 PM 3:57
FILED
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

F O U N D A T I O N

NOV 10 2020

H200003825493

ARTICLES OF INCORPORATION
OF
ELEANORE L. LEMPKE 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

ELEANORE L. LEMPKE 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.

FILED
20 NOV -4 PM 4:07
TALLAHASSEE, FLORIDA

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

Post Office Box 1111
Englewood, FL 34223

Michele Orris

Post Office Box 1111
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 November 1, 2020, 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.

H20000382549 3

:

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

Post Office Box 1111
Englewood, FL 34223

Michele Orris

Post Office Box 1111
Englewood, FL 34223**ARTICLE VIII. ¹ 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

Post Office Box 1111
Englewood, FL 34223

Michele Orris, Vice President

Post Office Box 1111
Englewood, FL 34223

Robert A. Dickinson, Secretary/Treasurer

460 S. Indiana Ave.
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 insure to the benefit of any Trustee, Officer or member or to the benefit of any private individual.

ARTICLE XI. ANNUAL DISTRIBUTIONS

At least on an annual basis, the net income of the Charitable Foundation together with such portions of the principal of the Charitable Foundation as the Board of Trustees of said foundation shall determine, in its sole and exclusive discretion, shall be distributed to TIDEWELL HOSPICE, of Englewood, Florida, "IN MEMORY OF JAMES P. LEMPKE."

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

H20000382549 3

executed these articles of incorporation on this 2nd day of November, 2020.

David Orris

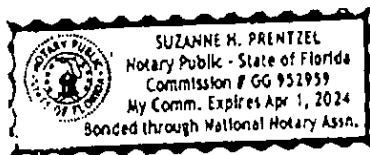
Michele Orris

Robert A. Dickinson

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 Michele Orris, 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 2nd day of November, 2020



Suzanne H. Prentzel

Notary Public

My Commission Expires:

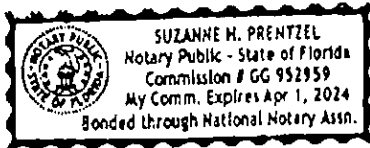
STATE OF FLORIDA
COUNTY OF SARASOTA

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, 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

-120000382549 3

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 2nd day of November, 2020



Suzanne M. Prentzel
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:

ELEANORE L. LEMPKE CHARITABLE FOUNDATION, INC.

By: [Signature]

David Orris

By: [Signature]

Michele Orris

By: [Signature]

Robert A. Dickinson

Date: November 2nd, 2020

FILED
20 NOV -4 PM 4:07
TALLAHASSEE, FLORIDA

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: November 2nd, 2020