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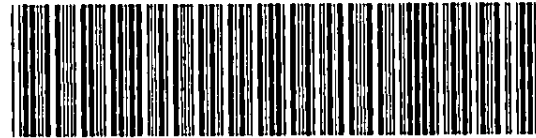
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COVER LETTER

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

SUBJECT: Semanik 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: Katherine Carpenter
Name (Printed or typed)
3737 Harbor Acres Lane
Address
Jacksonville, FL 32257
City, State & Zip
904-338-7602
Daytime Telephone number
kcarpenterfl@gmail.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
of
SEMANIK FOUNDATION, INC.
A Florida Non-profit Corporation

Article I Name

The name of the Corporation shall be: Semanik Foundation, Inc.

Article II Principal Place of Business

The street address of Corporation is 2120 Corporate Sq. Blvd. #3, Jacksonville, FL 32216

Article III Purpose and Powers

The Corporation is organized and operated as a nonprofit Corporation under the provision of Chapter 617, Florida Statutes. The Corporation is exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation was organized, and at all times shall be operated exclusively for public charitable uses and purposes within the meaning of Section 501(c)(3) and in a manner that, in the absolute discretion of the Board of Trustees, most effectively will promote the well-being of the people of Jacksonville, Florida, area and other areas. In furtherance of such purposes, the Corporation shall have full power and authority:

- (a) To acquire and receive from any individual, firm, association, Corporation, trust, foundation, or any government or government subdivision, unity, or agency, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities, and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the Principal and income thereof solely for the charitable purpose of the Corporation:
- (b) To distribute property and to extend financial aid and support through grants, gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as set forth in the Articles of Incorporation, or in accordance with determinations made by the Board of Trustees pursuant to the Articles of Incorporation:
- (c) To distribute property and to extend financial aid and support through grants, gifts, contributions, or other aid or assistance to other qualified charitable organizations or for charitable purposes:
- (d) To modify any restrictions or condition on distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board of Trustees (without the necessity of the approval of any Trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated charitable needs.
- (e) To engage in charitable functions and activities, not inconsistent with the purposes set forth in the Articles of Incorporation, to develop and coordinate the philanthropic resources and promote and improve philanthropy by exercising philanthropic leadership and by engaging in activities aimed at civic betterment and meeting needs.
- (f) To take all other action necessary or incidental to performing the purposes listed above and to do whatever the Board of Trustees deems necessary, useful, advisable,

or conducive, directly or indirectly, to carry out the purposes of the Corporation set forth in the Articles of Incorporation and the Bylaws, including the exercise of all other power and authority granted to nonprofit Corporations under the provisions of Florida law (within and subject to the limitations of Section 501 (c)(3) of the Internal Revenue Code;

- (g) To act as Trustee for any charitable lead trust and charitable remainder trust when the Corporation, or a component fund of the Corporation, is the sole vested charitable beneficiary of such trust;
- (h) To issue charitable gift annuities when the Corporation, or a component fund of the Corporation, is the sole charitable beneficiary of such charitable gift annuity; and
- (i) To form and/or manage non-component funds, including those of supporting organizations under Section 509(a)(3) of the Internal Revenue Code.

The Corporation shall be subject to the limitations set forth in Article Four below and shall engage only in those activities that are consistent with the purposes set forth in this Article Three that will entitle the Corporation to charitable status under Section 501(c)(3) of the Internal Revenue Code. No specific power described in this Article Three may be exercised, or exercised in such a manner that such exercise or manner in which it is exercised, would disqualify the Corporation for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article IV Manner of Election

The manner in which the Directors are elected or appointed is provided in the bylaws of the Corporation.

Article V Board of Directors

The Board of Directors of the Corporation shall be designated the "Board of Trustees" and shall have general charge of the affairs and any property and assets of the Corporation. Members of the Board of Trustees shall be referred to as a Trustee or Trustees. As provided in Section 671.0202(d), Florida Statutes, the manner in which Trustees are to be appointed or elected is set forth in the Bylaws. All powers and authority of the Corporation shall be vested in and shall be exercised and performed by or under the authority of the Board of Trustees, and the Trustees shall control and manage all business and affairs of the Corporation. The Board of Trustees shall adopt Bylaws of the Corporation and may from time to time amend such Bylaws as provided therein. The Board of Trustees shall exercise, perform, and control the powers, duties, and functions of the Corporation at all times and in all ways in accordance with the requirements of the Corporation's Articles of Incorporation, the Bylaws, state statutes, federal law (including applicable provision of the Internal revenue Code), common law, court decisions, or otherwise. The terms of Trustees and additional authority, power, and limitations thereof are set forth in the Bylaws.

The names and addresses of the initial Members of the Board of Trustees were:

Name

Address

John A. Semanik

2120 Corporate Square Blvd. #3

Jacksonville, FL 32216

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Ashley Carpenter

2120 Corporate Square Blvd. #3

Jacksonville, FL 32216

Katherine S. Carpenter

3737 Harbor Acres Lane

Jacksonville, FL 32257

Article VI Officers

The Board of Trustees may elect Officers of the Corporation as provided in the Bylaws, the terms and powers of whom may be provided in the Bylaws.

Article VII Limitations

In exercising its powers the Corporation shall be subject to the following limitations:

(A) No part of the capital or net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its Members, Trustees, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation to Officers, Trustees and third persons for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

(B) The Corporation shall not attempt to influence legislation by engaging in lobbying or other activities to an extent that such lobbying or other activities would disqualify it for tax exemption under Section 501(c)(3) of the Internal Revenue Code by reason of such attempts to influence legislation. The Corporation shall not engage, directly nor indirectly, in any political campaign activities on behalf of or in opposition to any candidate for public office (including the publication or distribution of statements).

(C) The Corporation shall be prohibited from accumulating income, engaging in certain prohibited activities including self-dealing, retaining excess business holdings, making investments that jeopardize its charitable purpose, or making certain taxable expenditures.

(D) Notwithstanding any other provision of these articles, 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 Internal Revenue Code and is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(1) or (2) of the Internal Revenue Code, and for federal estate tax purposes under Section 2055(a)(1) or (2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

(E) The Conflict of Interest Policy attached hereto as EXHIBIT "A" shall apply to this Corporation.

Article VIII Initial Registered Agent and Street Address

The registered office of this Corporation in the State of Florida is 2120 Corporate Square Blvd. #3, Jacksonville, FL 32216, and the name of the current registered agent of this

Corporation is John A. Semanik. The Board of Trustees may, from time to time change the registered agent or move the registered agent office to any other address in Florida.

Article IX No Members

The Corporation shall have no Members.

Article X Amendments

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of the Trustees then in office.

Article XI Incorporator

The name and address of the Incorporator of this Corporation was

John A. Semanik

2120 Corporate Square Blvd. #3

Jacksonville, FL 32216

Article XII Duration

The Corporation shall have a perpetual duration.

Article XIII Dissolution of Corporation

Upon dissolution or winding up of the Corporation, the Board of Trustees, shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation as provided in the Bylaws, exclusively for exempt purposes, such as charitable, religious, educational and/or scientific purposes.

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.

Signature of Registered Agent


John A. Semanik

Date 10/30/2020.

Signature of Incorporator


John A. Semanik

Date 10/30/2020.

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EXHIBIT "A"

Conflict of Interest Policy for Semanik Foundation, Inc.

Article I Purposes

It is important for SEMANIK FOUNDATION, INC. Directors, Officers, and staff to be aware that both real and apparent conflicts of interest or dualities of interest sometimes occur in the course of conducting the affairs of the Corporation and that the appearance of conflict can be troublesome even if there is in fact no conflict whatsoever. Conflicts occur because the many persons associated with the Corporation should be expected to have, and do in fact generally have multiple interests and affiliations and various positions of responsibility within the community. In these situations a person will sometimes owe identical duties of loyalty to two or more Corporations. The purpose of the conflict of interest policy is to protect the Corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation or might result in a possible excess benefit transaction. The policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Conflicts are undesirable because they potentially or eventually place the interests of others ahead of the Corporation's obligations to its charitable purposes and to the public interest. Conflicts are also undesirable because they often reflect adversely upon the person involved and upon the institutions with which they are affiliated, regardless of the actual facts or motivations of the parties. However, the long-range best interests of the Corporation do not require the termination of all association with persons who may have real or apparent conflicts that are harmless to all individuals or entities involved.

Each Member of the Board of Directors and the staff of the Corporation has a duty of loyalty to the Corporation. The duty of loyalty generally requires a Director or staff Member to prefer the interests of the Corporation over the Director's/staff's interest or the interests of others. In addition, Directors and staff of the Corporation shall avoid acts of self-dealing which may adversely affect the tax-exempt status of the Corporation or cause there to arise any sanction or penalty by a governmental authority.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Members of Committees with Governing Board delegated powers considering the proposed transaction or arrangement.

Article II DEFINITIONS

2.1 Interested Person

Any Director, Principal Officer, or Member of a Committee with Governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2.2 Financial Interest

A person has a financial interest if the person has, directly or indirectly, thorough business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate Governing Board or Committee decides that a conflict of interest exists.

Article III PROCEDURES

3.1 Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and Members of Committees with Governing Board delegated powers considering the proposed transaction or arrangement

3.2 Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Governing Board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or Committee Members shall decide if a conflict of interest exists.

3.3 Procedures for Addressing the Conflict of Interest

(a) An interested person may make a presentation at the Governing Board or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) The Chairperson of the Governing Board or Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the Governing Board or Committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Governing Board or Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

3.4 Violations of the Conflicts of Interest Policy

(a) If the Governing Board or Committee has reasonable cause to believe a Member has failed to disclose actual or possible conflicts of interest, it shall inform the Member of the basis for such belief and afford the Member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the Member's response and after making further investigation as warranted by the circumstances, the Governing Board or Committee determines the Member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV RECORDS OF PROCEEDINGS

4.1 Minutes

The minutes of the Governing Board and all Committees with board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Governing Board's or Committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V COMPENSATION

5.1 A voting Member of the Governing Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Member's compensation.

5.2 A voting Member of any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Member's compensation.

5.3. No voting Member of the Governing Board or any Committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any Committee regarding compensation.

Article VI ANNUAL STATEMENTS

Each Director, Principal Officer and Member of a Committee with Governing Board delegated powers shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (e) Understands that the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:


- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management Corporations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Governing Board of its responsibility for ensuring periodic reviews are conducted.

**CERTIFICATE OF ADOPTION OF CONFLICT OF INTEREST
POLICY AND AGREEMENT**

I do hereby certify that the above stated Conflict of Interest Policy and Agreement for SEMANIK FOUNDATION, INC. were approved and adopted by the Board of Directors on October 29, 2020 and constitute a complete copy of the Conflict of Interest Policy of the Corporation.


Katherine Carpenter, Secretary

Date: 10/30/2020

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