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COVER LETTER

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

SUBJECT: Charlton 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: Witman Stadtmauer P.A., c/o Elaine M. Cohen Esq.
Name (Printed or typed)

26 Columbia Turnpike, Ste 100
Address

Florham Park, New Jersey 07932
City, State & Zip

973-822-0220
Daytime Telephone number

ecohen@wsmesq.com

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

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

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ARTICLES OF INCORPORATION OF
CHARLTON FOUNDATION, INC.

In compliance with Chapter 617, F.S. (Not For Profit)

Article I Name

The name of the corporation shall be: Charlton Foundation, Inc.

Article II Purpose

The corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code. In furtherance of this purpose the corporation will make 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.

Article III Principal Office

The principal office and mailing office of the corporation is:

805 Pembroke Court
Vero Beach, Florida 32963

Article IV Manner of Election

The manner in which the directors are elected shall be set forth in the corporation's bylaws.

Article V Initial Officers and Directors:

Name and Title: William Charlton, President
Address: 805 Pembroke Court
 Vero Beach, Florida 32963

Name and Title: Elizabeth C. Whitworth, Vice President
Address: 140 Charles Street, Apt. 8A
 New York, NY 10014

Name and Title: Amanda Charlton Cilo, Vice President
Address: 737 Greenwich Street
 New York, NY 10014

Name and Title: Matthew T. Charlton, Vice President
Address: 569 Morningside Drive
 Bridgewater, NJ 08807

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Name and Title: William J. Charlton, III, Vice President
Address: P.O. Box 76
New Vernon, NJ 07976

Article VI Registered Agent

William Charlton shall be the registered agent with the following address:

805 Pembroke Court
Vero Beach, Florida 32963

Article VII Incorporator

Elaine M. Cohen, Esquire
c/o Witman Stadtmayer, P.A.
26 Columbia Turnpike, Suite 100
Florham Park, NJ 07932

Article VIII Effective Date

Effective date, if other than date of filing _____.

Article IX Powers

As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

1. To solicit and receive contributions, donations, bequests and devises of real or personal property;
2. To make contributions, grants, loans, guarantees and other payments of money and extensions of credit to any organization, public or private, or individual;
3. To make and perform contracts and incur liabilities;
4. To delegate functions, conduct its activities through other organizations and individuals and to become a member of any committee or other organization;
5. To accept, acquire, receive, take, and hold by bequest, devise, grant, purchase, gift, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated;
6. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the

objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law or this certificate of incorporation;

7. To borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment of property acquired or for any of the other purposes of the corporation, and to secure the payment of any obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired;

8. To invest and reinvest its funds in such common or preferred stocks, bonds, debentures, mortgages, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501 (c)(3) of the Internal Revenue Code; and

9. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purpose of the corporation and as may be exercised by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and by an organization contributions to which are deductible under Section 170, Section 2055(a)(2), and Section 2522(a)(2) of such Code.

Article X Dissolution

The following provisions shall govern the organization, operation and dissolution of the corporation:

1. The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (a) prevent it from obtaining exemption from federal income taxation as

a corporation described in Section 501(c)(3) of the Internal Revenue Code, or (b) cause it to lose such exempt status;

2. The corporation shall not be operated for the purpose of carrying on a trade or business for profit;

3. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation;

4. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office;

5. Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by an organization contributions to which are deductible under Section 170, Section 2055(a)(2), and Section 2522(a)(2) of such Code, nor shall the corporation carry on, otherwise than as an insubstantial part of its activities, activities that are not in furtherance of the purposes specified in Article SECOND of this Certificate of Incorporation;

6. During any period in which the corporation may be classified as a private foundation within the meaning of section 509 of the Internal Revenue Code, the corporation shall distribute its income at such times and in such manner as to avoid taxation under Section 4942 of such Code, and the corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of such Code), shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of such Code, and shall not make any taxable expenditures (as defined in Section 4945(d) of such Code).

7. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational

organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

For purposes of this certificate references to provisions of the Internal Revenue Code shall be deemed to refer to the United States Internal Revenue Code and the Regulations pursuant thereto, and also shall be deemed to include statutes and Regulations which supersede but are analogous to such provisions.

Article XI Members

The corporation shall have no members.

ALTERNATE:

The corporation shall have members and the qualifications for membership shall be set forth in the bylaws of the corporation.

Article XII Duration

The duration of the corporation shall be perpetual.

Article XIII Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at anytime as an officer, director, trustee, or employee of the corporation against all expenses and liabilities, including, without limitation, reasonable counsel fees, judgments, fines, excise taxes, penalties, settlement payments, reasonably incurred, or imposed in connection with any threatened, pending, or completed action, suit or proceeding in which he or she may become involved based on his or her service in such capacity; provided that no indemnification shall be provided to such person if damages or liabilities arise from any breach of duty based upon an act or omission: (1) in breach of a duty of loyalty to the corporation, (2) not in good faith or involving a knowing violation of law, or (3) resulting in receipt by such officer, director, trustee, or employee of an improper personal benefit; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at the time parties to the proceeding. The corporation may elect to defend or reimburse such parties for expenses including reasonable legal fees. Neither the amendment or repeal of this Article, nor the adoption of any provision of the Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a director, trustee, or officer of the corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article would

have accrued or arisen, prior to such amendment, repeal or adoption. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

The undersigned, having been named as registered agent to accept service of process for the above 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.

William Charlton
William Charlton

11/5/2020
Date

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.

Elaine M. Cohen, Esq.
Elaine M. Cohen, Esq., Incorporator

11/6/2020
Dated

11/11/2020
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