

12/15/2020

N20000013820Division 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.

(((H20000428560 3)))



H200004285603ABC.

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 : I20000000195
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
CHDI FOUNDATION, INC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

2020 DEC 15 PM 4:49

F11 111

**ARTICLES OF INCORPORATION
OF****CHDI FOUNDATION, INC.**

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

The undersigned, in order to form a Florida corporation not for profit, does hereby certify:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is CHDI Foundation, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The street address and mailing address of the principal office of the corporation is:

9429 Harding Avenue, Suite 149, Surfside, Florida 33154

**ARTICLE III
CORPORATE PURPOSES**

The purposes for which the corporation is organized are to promote, encourage and carry on any religious, charitable, scientific, literary or educational endeavor within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

The corporation shall be operated and organized as a charitable organization within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986.

The references in this Article and subsequent Articles to particular sections of the Internal Revenue Code of 1986 in effect as of the date of filing this Certificate of Incorporation shall be deemed to include corresponding provisions of any subsequent federal tax laws.

**ARTICLE IV
MEMBERS**

The corporation shall have one or more members. The qualifications of members shall be as set forth in the by-laws of the corporation. The members of the corporation shall have the power and authority to direct gifts, grants, loans, donations and other contributions to be made by the corporation

and investments to be made, retained and disposed of by the corporation as and to the extent provided in the by-laws of the corporation, and shall have such other powers and authority as and to the extent provided in the by-laws of the corporation, subject in each event to the other provisions of this Certificate of Incorporation. The board of directors of the corporation shall implement the directions of the members in the exercise of their powers and authority under this Certificate of Incorporation and the by-laws of the corporation.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The registered agent and registered office of the corporation shall be:

Name:	Address:
Corporation Service Company	1202 Hays Street
	Tallahassee, FL 32301

Having been named as registered agent to accept service of process at the place designated in this certificate, I am familiar with and accept the appointment as registered agent to act in this capacity.

Elizabeth Kitchen

Elizabeth Kitchen, Assistant Secretary
Required Signature of Registered Agent

12/15/2020
Date

ARTICLE VI
INDEMNIFICATION

Every person who is or was a director or officer of the corporation shall be indemnified by the corporation to the fullest extent allowed by law, including the indemnification permitted by FL Stat Section 617.0831. During the pendency of any proceeding involving a director or officer, the corporation shall, to the fullest extent permitted by law, promptly advance expenses that are incurred, from time to time, by a director or officer in connection with the proceeding, subject to the receipt by the corporation of an undertaking as required by law.

ARTICLE VII
DIRECTORS

- A. Directors shall be elected by the members as provided in the by-laws of the corporation.
- B. The management and conduct of the affairs of the corporation shall be by the board of directors, except as provided in Article III hereof and in the by-laws of the corporation.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is Michael J. Reinhardt, One Lowenstein Drive, Roseland, New Jersey 07068.

ARTICLE IX
LIMITATION ON BENEFITS AND POLITICAL ACTIVITIES

No member, director or officer of the corporation shall as such receive or become entitled to receive at any time any part of the net earnings or other net income of the corporation, nor shall any part of the net earnings of the corporation inure to the benefit of any person, except as reasonable compensation for services rendered and reimbursements for expenses incurred in conducting its affairs and carrying out its purposes. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE X
DISTRIBUTION OF INCOME AND PROHIBITION OF CERTAIN ACTIVITIES

A. The corporation shall distribute its income for each taxable 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 Internal Revenue Code of 1986.

B. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986.

C. The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986.

D. The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986.

E. The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986.

F. The corporation shall not carry on any other activities (i) not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) which would cause contributions to it to be nondeductible under sections 170(c)(2), 2055(e)(2), 2106(a)(2)(A)(ii), 2522(a)(2) or 2522(b)(2) of the Internal Revenue Code of 1986.

ARTICLE XI **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

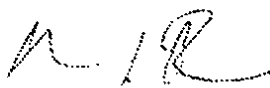
Upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any member, director, or officer of the corporation, but the remaining assets will be distributed as the by-laws may direct in accordance with law. However, in any event, the remaining assets must be distributed to another organization exempt under the provisions of section 501(c)(3) of the Internal Revenue Code, to the United States, or to a state or local government for a public purpose.

ARTICLE XII **PERSONAL LIABILITY OF MEMBERS, DIRECTORS AND OFFICERS**

A member, director or officer of the corporation shall not be personally liable to the corporation or its members for the breach of any duty owed to the corporation or its members except to the extent that an exemption from personal liability is not permitted by the Florida Not for Profit Corporation Act.

IN WITNESS WHEREOF, the undersigned, as the incorporator of the corporation named above, has signed these Articles of Incorporation on this 15th day of December 2020.

CHDI FOUNDATION, INC.

By: 
Michael J. Reinhardt, Incorporator