

12/21/2020

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**FLORIDA PROFIT/NON PROFIT CORPORATION
CATENA FAMILY FOUNDATION, INC**

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 21, 2020

CSC

SUBJECT: CATENA FAMILY FOUNDATION, INC
Ref. Number: W20000144981

We have received your document for CATENA FAMILY FOUNDATION, INC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan
Regulatory Specialist III

Letter Number: 320A00025831

**ARTICLES OF INCORPORATION FOR THE
CATENA FAMILY FOUNDATION INC.**

The undersigned, for the purposes of forming a corporation under Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, hereby certifies:

ARTICLE I - NAME

The name of this corporation shall be the: CATENA FAMILY FOUNDATION INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and the mailing address of this Corporation shall be:

Business Address:

Mailing Address:

350 South Collier Boulevard, Unit 1002
Marco Island, FL 34145

350 South Collier Boulevard, Unit 1002
Marco Island, FL 34145

ARTICLE III - PURPOSE

The purposes for which the Corporation are organized are:

1. The Corporation is organized and shall be operated exclusively for charitable, educational, literary, religious, 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 of 1986, as amended (or the corresponding provision of any future United States Revenue law) (hereinafter referred to as the "Code").

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors or officers 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 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 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 the Not-For-Profit Corporation Act.

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ARTICLE IV - TERMINATION AND DISSOLUTION

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious, 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. Any such assets not so disposed of shall be disposed of by the Court in the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE V - PRIVATE FOUNDATION PROVISIONS

The Corporation shall distribute its income for each tax 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. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE VI - ORGANIZATION

The Corporation shall be organized on a non-stock basis and shall have no members. 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 Corporation shall be governed by the Board of Directors, whose size shall be governed by the Bylaws of the Corporation but which shall have no less than three directors. The initial Board of Directors shall be comprised of the following directors:

Lawrence W. Catena, Director	350 South Collier Boulevard, Unit 1002 Marco Island, FL 34145
Deborah A. Catena, Director	350 South Collier Boulevard, Unit 1002 Marco Island, FL 34145
Steven L. Catena, Director	350 South Collier Boulevard, Unit 1002 Marco Island, FL 34145
Lauren M. Catena, Director	350 South Collier Boulevard, Unit 1002 Marco Island, FL 34145
Kristen B. Catena, Director	350 South Collier Boulevard, Unit 1002 Marco Island, FL 34145

The Board of Directors shall be elected in the manner stated in the Bylaws.

ARTICLE VII - REGISTERED AGENT

The initial office of this Corporation shall be located at 350 South Collier Boulevard, Unit 1002, Marco Island, Florida 34145, and the initial registered agent of this Corporation at such office shall be Lawrence W. Catena. This Corporation shall have the right to change such registered office and such registered agent from time to time as provided by law.

ARTICLE VIII - AMENDMENTS

Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Florida.

ARTICLE IX - INTERNAL REVENUE CODE PROVISIONS

All general or specific references herein made to the Internal Revenue Code shall be 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 shall be deemed to refer to the laws of the State of as now in force or hereafter amended.

ARTICLE X - PROHIBITED ACTIVITIES

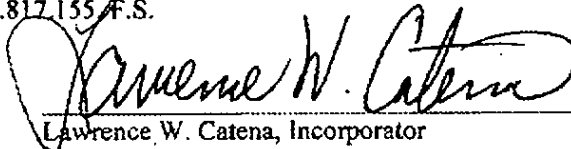
No part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation, or participating in or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE XI - INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation is Lawrence W. Catena, 350 South Collier Boulevard, Unit 1002, Marco Island, Florida 34145.

IN WITNESS WHEREOF, the undersigned incorporator has subscribed his name to these Articles for the uses and purposes stated therein. The undersigned incorporator submits this document and affirms that the facts stated herein are true. The undersigned incorporator is 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.

Dated: December 17, 2020

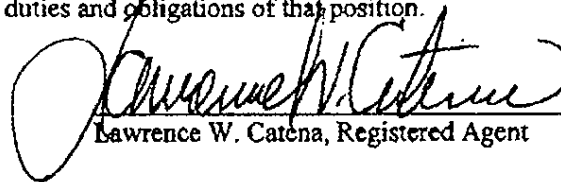

Lawrence W. Catena, Incorporator

CATENA FAMILY FOUNDATION INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Lawrence W. Catena, having been named as Registered Agent to accept service of process for the above-named Corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of that position.

Dated: December 17, 2020


Lawrence W. Catena, Registered Agent

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