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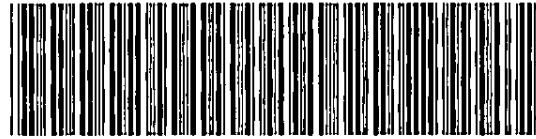
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MACKENZIE MCNAUGHTON  
Senior Attorney  
(612) 492-6416  
FAX (952) 516-5639  
[mcnaughton.mackenzie@dorsey.com](mailto:mcnaughton.mackenzie@dorsey.com)

December 23, 2020

Department of State  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**Re: Mark and Lisa Ratner Family Foundation, Inc.**

Dear Sir or Madam:

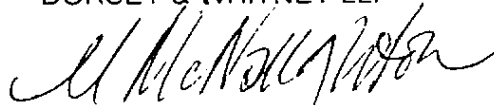
Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$87.50 for the filing fee, certified copy and certificate for the Mark and Lisa Ratner Family Foundation, Inc. Please treat the filing as from:

Mackenzie McNaughton  
50 South Sixth Street, Suite 1500  
Minneapolis, MN 55402  
(612) 492-6416  
[mcnaughton.mackenzie@dorsey.com](mailto:mcnaughton.mackenzie@dorsey.com)

Please do not hesitate to reach out at (612) 492-6416 if you require any additional information.

Sincerely,

DORSEY & WHITNEY LLP



Mackenzie McNaughton  
Senior Attorney

MM

**ARTICLES OF INCORPORATION  
OF THE  
MARK AND LISA RATNER FAMILY FOUNDATION, INC.**

The undersigned, for the purpose of organizing a corporation under the provisions of the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this corporation is "Mark and Lisa Ratner Family Foundation, Inc."

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of this corporation is located at 8111 Bay Colony Drive, #1704, Naples, Florida 34108.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The registered agent of this corporation is Mark Ratner and located at 8111 Bay Colony Drive, #1704, Naples, Florida 34108, which is the registered office of this corporation. The registered agent has filed a written acceptance with the Florida Department of State to be appointed as a registered agent as required by Florida Statute § 617.0501.

**ACCEPTANCE BY REGISTERED AGENT**

Having been apointed the Registered Agent of the Mark and Lisa Ratner Family Foundation, Inc., and to accept service of process for the above stated corporation at the place designated in these Articles, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 22 day of December, 2020.

mark Ratner

By



#### **ARTICLE IV PURPOSES AND POWERS**

This corporation is organized and shall be operated exclusively for charitable, educational, scientific, and religious purposes within the meaning of Sections 170(c)(2), 501(c)(3), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended (the "Code"). Specifically, this corporation shall be a private grant-making family foundation supporting other organizations recognized as tax-exempt under Section 501(c)(3) of the Code.

For such purposes, and not otherwise, this corporation shall have and may exercise all powers that are afforded to this corporation by the Florida Not For Profit Corporation Act and by any future laws amendatory thereof and supplementary thereto; provided, however, that this corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation that is described in, and contributions to which are deductible for federal income and estate tax purposes under, Sections 170(c) and 2055(a) of the Code.

This corporation shall distribute for each of its taxable years amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code. It may not engage in an act of "self-dealing" as defined in Section 4941(d) of the Code that would give rise to liability for the tax imposed by Section 4941(a) of the Code. It may not retain "excess business holdings" as defined in Section 4943(c) of the Code that would give rise to liability for the tax imposed by Section 4943(a) of the Code. It may not make investments that would jeopardize the carrying out of the exempt purposes of the corporation, within the meaning of Section 4944 of the Code, so as to give rise to liability for the tax imposed by Section 4944(a) of the Code. It may not

make a "taxable expenditure" as defined in Section 4945(d) of the Code that would give rise to liability for the tax imposed by Section 4945(a) of the Code.

All references in these Articles of Incorporation to a particular section of the Code shall include the corresponding provisions of any future federal tax law.

#### **ARTICLE V PROHIBITED ACTIVITIES**

No part of the net income or earnings of this corporation shall, directly or indirectly, inure to the benefit of any person having a personal and private interest in the activities of the corporation, but this corporation may pay reasonable compensation for services rendered to this corporation in furtherance of its purposes set forth in Article IV hereof. No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. Except as permitted by applicable law, this corporation shall not lend money to, or guarantee the obligation of, any director or officer of this corporation.

#### **ARTICLE VI MEMBERSHIP**

This corporation shall be a membership corporation and shall have no authority to issue capital stock. The members of the corporation may from time to time be classified among classes as provided for in the bylaws of the corporation.

#### **ARTICLE VII INCORPORATOR**

The name and mailing address of the incorporator, who is an adult natural person, are:

Name

Address

Mackenzie McNaughton

Dorsey & Whitney, L.L.P.  
Suite 1500  
50 South Sixth Street  
Minneapolis, Minnesota 55402-1498

#### **ARTICLE VIII DIRECTORS**

The management and direction of the business and affairs of this corporation shall be vested in a Board of Directors. The number, qualifications, terms of office, method of selection or election, powers, authority, and duties of the directors of this corporation, the time, place and manner of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in or prescribed pursuant to the Bylaws of this corporation.

#### **ARTICLE IX NO LIABILITY**

Neither the directors, officers, committee members, employees or agents of this corporation shall be personally liable for the payment of any debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of any of the directors, officers, committee members, employees or agents be subject to the payment of the debts or obligations of this corporation to any extent whatsoever.

#### **ARTICLE X DISSOLUTION**

Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, any remaining assets shall be distributed to one or more

organizations which then qualify for exemption under the provisions of Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

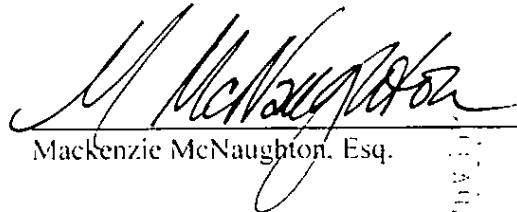
**ARTICLE XI  
WRITTEN ACTION BY DIRECTORS**

Any action that may be taken at a meeting of the Board of Directors that does not require the vote of the members may be taken without a meeting when authorized in a written action signed or consented to in an electronic communication, in one or more counterparts, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present.

**ARTICLE XII  
EFFECTIVE DATE**

The Effective Date of these Articles of Incorporation shall be December 23<sup>rd</sup>, 2020.

IN WITNESS WHEREOF, I have hereunto set my hand this 23<sup>rd</sup> day of December, 2020.

  
Mackenzie McNaughton, Esq.

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