

7/8/2021

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
SOMERSET FOUNDATION, INC.

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July 9, 2021

FLORIDA DEPARTMENT OF STATE
Division of Corporations

NELSON MULLINS

SUBJECT: SOMERSET FOUNDATION, INC
REF: W21000098494

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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

FAX Aud. #: H21000264448
Letter Number: 121A00015750

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**ARTICLES OF INCORPORATION
OF THE
SOMERSET FOUNDATION, INC.**

The undersigned acting as organizer to these Articles of Incorporation to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the Corporation shall be:

SOMERSET FOUNDATION, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The mailing address and the address of the principal office of the Corporation is 405 Lakewood Drive, Winter Park, Florida 32789.

ARTICLE III - Purpose

A. The Corporation is organized exclusively to support education organizations, as well as veteran and medical causes, including making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, or other private persons, 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 this Article. 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, or in opposition to, any candidate for public office.

D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax

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under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 405 Lakewood Drive, Winter Park, Florida 32789, and the name of the initial registered agent of the Corporation at that address is ROY WALTER BLOCK.

ARTICLE VI - Directors

- A. The initial number of directors of the Corporation shall be two (2).
- B. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws of the Corporation, but there shall always be at least two (2) directors.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

- E. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
ROY WALTER BLOCK	405 Lakewood Drive Winter Park, Florida 32789
JO-ANNE STEVENSON BLOCK	405 Lakewood Drive Winter Park, Florida 32789

- F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

ARTICLE VII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
ROY WALTER BLOCK	405 Lakewood Drive Winter Park, Florida 32789

ARTICLE VIII - Members

The Corporation shall not have any Members.

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ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended by a majority of the then-serving Board of Directors.

ARTICLE X - Bylaws


The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XI - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

WHEREOF, the undersigned has executed these Articles of Incorporation this 14 day of June, 2021.



ROY WALTER BLOCK, Organizer

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ACCEPTANCE OF APPOINTMENT OF
REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 067.0403, FLORIDA STATUTES, THE UNDERSIGNED REGISTERED AGENT SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **SOMERSET FONDATION, INC.**
2. The name and address of the registered agent is:

ROY WALTER BLOCK
405 Lakewood Drive
Winter Park, Florida 32789

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in his capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and that he is familiar with and accepts the obligations of his position as registered agent.



ROY WALTER BLOCK

Dated this 14th day of June, 2021.

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