

7/28/2021

Division of Corporations

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Florida Department of State

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FLORIDA PROFIT/NON PROFIT CORPORATION
CHRISTOPHER D. AND SUSAN G. PAPPAS FAMILY FOUNDATION

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**ARTICLES OF INCORPORATION
OF
CHRISTOPHER D. AND SUSAN G. PAPPAS FAMILY FOUNDATION, INC.**

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

ARTICLE I

Name

The name of the Corporation shall be Christopher D. and Susan G. Pappas Family Foundation, Inc. (the "Corporation").

ARTICLE II

Principal Office

The principal place of business and mailing address of the Corporation shall be Dentons Cohen & Grigsby, PC, Mercato – Suite 6200, 9110 Strada Place, Naples, FL 34108.

ARTICLE III

Purposes

A. The purposes for which the Corporation is organized and shall be operated are exclusively religious, charitable, scientific, literary, and/or educational, and such other allowable charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law (the "Code"). The purposes of the Corporation further include financial support, including grants to exempt organizations.

In furtherance of these purposes, but not in limitation thereof, the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but not limited to, making distributions for charitable purposes within the meaning of Section 501(c)(3) of the Code. In all events the Corporation shall operate exclusively for purposes within the meaning of Section 501(c)(3) of the Code.

B. Notwithstanding any other provision set forth herein:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes.

2. No substantial part of the activities of the Corporation shall consist of 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 or in opposition to any candidate for public office.

3. The Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income taxation under Section

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501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible for federal income tax purposes.

ARTICLE IV
Operation and Manner of Election

The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors of the Corporation. The number, term of office, method of selection and manner of removal of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

ARTICLE V
Initial Registered Agent and Street Address

The name and Florida street address of the Corporation's registered agent shall be Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.

ARTICLE VI
Corporate Duration

The Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VII
Members

The Corporation shall have no members.

ARTICLE VIII
Indemnification

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Section 617.0831. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Section 617.0834 and other similar laws.

ARTICLE IX
Dissolution

In the event the Corporation is dissolved or liquidated, the Board of Directors, after paying or making provision for payment of all of the known liabilities of the Corporation, shall distribute the Corporation's property and assets to such other one or more exempt organizations under Section 501(c)(3) of the Code as, in the sole judgment of the Corporation's Board of Directors, have charitable purposes most closely allied to those of the Corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such exempt purposes of any exempt organization or organizations under Section 501(c)(3) of the Code as said court shall determine.

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ARTICLE X
Private Foundation Status

As a private foundation under the Code, the following provisions shall be applicable:

1. The Corporation shall distribute its income for each tax year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
4. The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code.
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XI
Initial Directors and Officers

The names and addresses of the persons to serve as the initial Officers and Directors of the Corporation are as follows:

Susan G. Pappas 167 Everglade Avenue Palm Beach, FL 33480	Director, President and Treasurer
Christopher D. Pappas 167 Everglade Avenue Palm Beach, FL 33480	Director, Vice President & Secretary
Christine G. Pappas 6442 Glenmoor Road Boulder, CO 80303	Director
Lauren N. Pappas 295 14th Avenue San Francisco, CA 94109	Director
James W. Pappas 3630 Washington Pike Bridgeville, PA 15017	Director

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ARTICLE XII
Amendment

These Articles of Incorporation shall only be amended by a majority vote of the Corporation's Board of Directors.

ARTICLE XIII
Incorporator

The name and address of the Incorporator is Kimberly S. Frie, c/o Dentons Cohen & Grigsby, PC, 625 Liberty Ave, Pittsburgh PA 15222.

These Articles of Incorporation are hereby executed by the Incorporator on this 28th day of July, 2021.

Kimberly S. Frie
Signature

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

Having been named as registered agent to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, and is familiar with and accepts the obligations of such position.

CORPORATION SERVICE COMPANY

By: Eylena Baker

Eylena Baker-Assistant Vice President, Registered Agent

Date: July 28th, 2021

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