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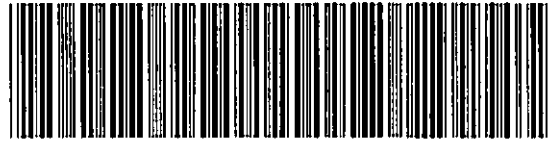
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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Tides Private Foundation, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Walter L. Morgan

Name (Printed or typed)

633 S. Federal Highway, Suite 400A

Address

Ft. Lauderdale, FL 33301

City, State & Zip

954-524-3111

Daytime Telephone number

wmorgan@morganolsen.com

E-mail address: (to be used for future annual report notification)

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NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
THE TIDES PRIVATE FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

ARTICLE I: NAME

The name of the Corporation is The Tides Private Foundation, Inc., ("Corporation").

ARTICLE II: ADDRESS

The address of the principal office of the Corporation is 633 South Federal Highway, Suite 400A, Ft. Lauderdale, FL 33301. The mailing address of the Corporation is 633 South Federal Highway, Suite 400A, Ft. Lauderdale, FL 33301.

ARTICLE III: PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, scientific, religious and educational purposes. The terms charitable, scientific, religious and educational shall have the same meanings herein that they have in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future federal internal revenue laws then in effect (the "Internal Revenue Code").

Without limiting the generality of the foregoing, the purposes of this Corporation shall include the following:

a. Making grants to other charitable, scientific, religious and educational organizations; provided, however, that notwithstanding the foregoing enumeration of particular purposes found in this paragraph, this Corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This Corporation shall not directly or indirectly participate in, or intervene (including the publishing or distribution of statements) in, any political campaign on behalf of (or in opposition to) any candidate for public office.

No part of the net earnings or other assets of this Corporation shall inure to the benefit of any director, officer, contributor, or other private individual, having, directly or indirectly, any personal or private interest in the activities of this Corporation, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article III.

ARTICLE IV: BOARD OF DIRECTORS

This Corporation shall not have members as such but, in lieu thereof, shall have only a self-perpetuating board of directors, in which board there shall be vested all of the power and authority to supervise, control, direct and manage the property, affairs and activities of this Corporation. The rights, powers and privileges of the directors shall be fixed in the bylaws.

The board of directors shall consist of three (3) persons, who shall hold office until the third annual meeting of the board of directors and until their successors are duly elected and qualified, all as provided in the bylaws. The number of members of the board of directors shall not be less than three (3) and shall be fixed by, or in the manner prescribed, in the bylaws, as amended from time to time at any time after the adoption of the initial bylaws. Directors shall be elected or appointed in the manner and for the terms as provided in the bylaws.

Initial Officers and/or Directors:

Name and Title: Walter L. Morgan, Director
Address: 633 S. Federal Highway, Suite 400A
Ft. Lauderdale, FL 33301

Name and Title: Kim M. Plencner, Director
Address: 1000 Royce Boulevard
Oakbrook Terrace, IL 60181

Name and Title: Mark C. Olsen, Director
Address: 633 S. Federal Highway, Suite 400A
Ft. Lauderdale, FL 33301

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ARTICLE V: OTHER POWERS AND LIMITATIONS

This Corporation shall have all the powers of a corporation organized under the Florida Not for Profit Corporation Act; provided, however, that none of the powers of this Corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of this Corporation.

Any powers granted by the provisions of this Article V to the contrary notwithstanding, this Corporation:

(a) Shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect:

(b) Shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal internal revenue laws then in effect;

(c) Shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect;

(d) Shall not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect; and

(e) Shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal internal revenue laws then in effect.

ARTICLE VI: DISSOLUTION

This Corporation is not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further expressed provision of these Articles that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the benevolent purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to any exempt organization(s) under Code Section 501(c)(3) (or any successor legislation) as the Board of Directors (or in their absence as a court of competent jurisdiction) shall determine.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 633 South Federal Highway, Suite 400A, Ft. Lauderdale, FL 33301, and the name of the Registered Agent is Walter L. Morgan.

ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator is:

Walter L. Morgan
Morgan, Olsen & Olsen, LLP
633 South Federal Highway, Suite 400A
Ft. Lauderdale, FL 33301

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

Walter L. Morgan
Walter L. Morgan, Registered Agent

10/11/21
Date

I submit this document and affirm that the facts stated herein are true. I am 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.

Walter L. Morgan
Walter L. Morgan, Incorporator

10/11/21
Date

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