

N210000012791

(Requestor's Name)

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(City/State/Zip/Phone #)

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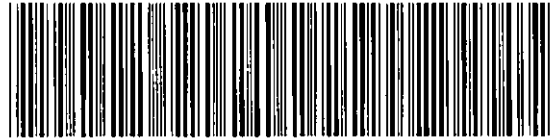
(Business Entity Name)

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SEC. OF STATE  
TALLAHASSEE, FL

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**Incorporating Services, Ltd.**

1540 Glenway Drive  
Tallahassee, FL 32301  
850.656.7956  
Fax: 850.656.7953  
www.incserv.com  
e-mail: accounting@incserv.com



**ORDER FORM**

**TO** Florida Department of State  
The Centre of Tallahassee  
2415 North Monroe Street, Suite 810  
Tallahassee, FL 32303  
corphelp@dos.myflorida.com  
850-245-6051

**FROM** Melissa Moreau  
mmoreau@incserv.com  
850.656.7953

**REQUEST DATE** 10/28/2021

**PRIORITY** Regular Approval

**OUR REF # (Order ID#)** 962765

**ORDER ENTITY**

RICKEL CHARITABLE FOUNDATION, INC.

**PLEASE PERFORM THE FOLLOWING SERVICES:**

RICKEL CHARITABLE FOUNDATION, INC. ( FL )

Please file the attached articles and provide a certified copy.

**NOTES:**

\$78.75 Authorized

Email address for annual report reminders: JLee@shutts.com

**RETURN/FORWARDING INSTRUCTIONS:**

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

A handwritten signature in black ink, appearing to be "WJ".

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 29, 2021

INCSERV

SUBJECT: RICKEL CHARITABLE FOUNDATION, INC.  
Ref. Number: W21000142205

*Please honor the  
original submission date  
as the file date. Thanks! :)*

We have received your document for RICKEL CHARITABLE 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 zip code is not complete in Article I.

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: 021A00026366

*Please honor the  
original submission date  
as the file date. Thanks! :)*

Division of Corporations  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION  
OF  
RICKEL CHARITABLE FOUNDATION, INC.**

These Articles of Incorporation (these "Articles") are hereby made and acknowledged by the undersigned, to be filed with the Secretary of State, State of Florida, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida.

**ARTICLE I  
NAME AND ADDRESS**

(a) The name of the corporation shall be the "RICKEL CHARITABLE FOUNDATION, INC." (the "Corporation").

(b) The mailing address and street address of the Corporation's initial principal office shall be 740 N. Lake Way, Palm Beach, FL 33480.

**ARTICLE II  
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSES; RESTRICTIONS**

(a) Subject to the restrictions set forth in Paragraph (b) below, the purposes for which the Corporation is organized are to receive and administer real and personal property and to apply such property, as well as the income it produces, exclusively for charitable, religious, scientific, literary, and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the corresponding provisions of any subsequent federal tax laws (the "Code").

(b) Despite any contrary provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes;

(2) No member, director, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation;

(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 publication or distribution of statements) any political campaign on behalf of any candidate for public office;

(4) The Corporation shall not engage in any act of "self-dealing," as defined in Code Section 4941(d);

(5) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Code Section 4942;

(6) The Corporation shall not retain any "excess business holdings," as defined in Code Section 4943(c);

(7) The Corporation shall not make any investments in such manner as to subject it to tax under Code Section 4944;

(8) The Corporation shall not make any "taxable expenditures," as defined in Code Section 4945(d); and

(9) Despite any other provision of these Articles or Florida law to the contrary, the Corporation shall not carry on any activities that are not permitted for an organization exempt under Code Sections 501(a) and 501(c)(3), or by organizations, contributions to which are deductible under Code Section 170(c)(2).

#### **ARTICLE IV** **POWERS**

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for not-for-profit corporations.

#### **ARTICLE V** **MEMBERS**

The classes of membership, rights of members, and the qualification and designation of members, shall be as set forth in the bylaws of the Corporation (the "**Bylaws**").

#### **ARTICLE VI** **DIRECTORS**

(a) All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, the Corporation's board of directors (the "**Board of Directors**"). The names and addresses of the initial members of the Board of Directors are as follows:

- 1) ANNETTE URSO RICKEL  
740 N. Lake Way  
Palm Beach, FL 33480

- 2) JOHN A. LEONE  
820 Park Avenue South, 12<sup>th</sup> Floor  
New York, NY 10002
- 3) HADLEY KIMBERLIN  
5030 Gardner Drive  
Alexandria, VA 22304
- 4) CHRISTINA FINK  
500 N. Livingston Street  
Arlington, VA 22203

(b) The manner in which future directors are to be elected or appointed shall be as set forth in the Bylaws. The number of directors may be increased or decreased in the manner provided in the Bylaws, but the Corporation shall always have at least three directors.

#### **ARTICLE VII** **BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws, or adopt new Bylaws, shall be vested in the Members.

#### **ARTICLE VIII** **AMENDMENT OF ARTICLES OF INCORPORATION**

The Board of Directors (or any committee or officer of the Corporation that is duly authorized by the Board of Directors) may amended these Articles at any time, and shall follow the procedures prescribed by Florida law for amending the articles of incorporation of a not for profit corporation.

#### **ARTICLE IX** **DISSOLUTION**

Upon the dissolution of the Corporation or the winding up of its affairs, the remaining assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Code Section 501(c)(3).

#### **ARTICLE X** **REGISTERED OFFICE AND AGENT**

(a) The street address of the Corporation's initial registered office is \_\_\_\_\_  
1540 Glenway Drive, Tallahassee, Florida 32301.

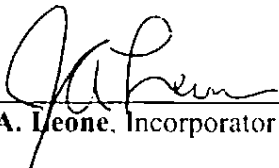
(b) The name of the Corporation's initial registered agent at that address is  
INCORPORATING SERVICES, LTD.

**ARTICLE XI**  
**INCORPORATOR**

The name and address of the sole incorporator of the Corporation (the "**Sole Incorporator**") is as follows:

JOHN A. LEONE  
820 Park Avenue South, 12<sup>th</sup> Floor  
New York, NY 10002

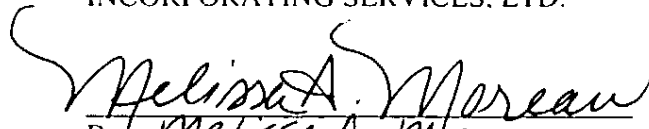
The undersigned Sole Incorporator executed these Articles on this 10 day of JUNE, 2021.

  
\_\_\_\_\_  
John A. Leone, Incorporator

**CERTIFICATE OF ACCEPTANCE**

Having been named registered agent, to accept service of process for the above-stated corporation at the place designated in its Articles of Incorporation, the undersigned hereby agrees to act in such capacity. The undersigned is familiar with, and accept, the obligations provided for in Section 617.0502 of the Florida Statutes.

INCORPORATING SERVICES, LTD.

  
By: Melissa A. Moreau  
Title: Asst. Secretary  
Dated: Oct 28th, 2021.

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SECRETARY OF STATE  
TALLAHASSEE, FL