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FLORIDA PROFIT/NON PROFIT CORPORATION
J AND D SMITH FAMILY CORPORATION

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**ARTICLES OF INCORPORATION
 OF
 J AND D SMITH FAMILY CORPORATION
 (A Florida Not-For-Profit Corporation)**

The undersigned, for the purposes of forming a not-for-profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as the same may be amended from time to time, does hereby certify as follows:

1. **Name.** The name of the corporation is J and D Smith Family Corporation (the "Corporation").
2. **Not-for-profit Corporation.** The Corporation is a not-for-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. The Corporation shall not issue shares of stock and shall not have the power to declare dividends.
3. **Initial Principal Office.** The street address of the initial principal office of the Corporation is 580 Admiralty Parade, Naples, Florida 34102, and the mailing address of the initial principal office of the Corporation is 201 First Street SE, Suite 400, Cedar Rapids, Iowa 52401.
4. **Registered Agent.** The street address of the Corporation's registered office and the name of its registered agent at that address are:

Agent	Business Address
Corporation Service Company	1201 Hays Street Tallahassee, Florida 32301

5. **Incorporator.** The name and address of the sole incorporator is: John M. Smith, 201 First Street SE, Suite 400, Cedar Rapids, Iowa 52401.
6. **Members.** The Corporation shall have one class of members (the "Members") and shall be a corporation that has voting members (a "Membership Corporation"). The initial Members of the Corporation are John M. Smith and Dyan C. Smith. The manner in which additional or successor Members are to be elected or appointed shall be as stated in the bylaws of the Corporation from time to time in effect (the "Bylaws"). If at any time the Corporation does not have at least one Member and no successor Member has effectively been elected or appointed in the manner stated in the Bylaws, the Corporation shall cease to be a Membership Corporation.
7. **Exempt Nature of Activities and Purposes.** The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary or educational purposes, or for the prevention of cruelty to children or animals, each

within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time and the corresponding provisions of any future United States Internal Revenue law (the "Code"), (collectively, the "Corporation's 501(c)(3) Exempt Purposes"). The nature of the Corporation's activities shall be to undertake or support, directly or indirectly, such projects, programs, services, and activities, at such times and in such places, within or without the United States of America, as the board of directors of the Corporation (the "Board") determines are appropriate to carry out, promote or further the Corporation's 501(c)(3) Exempt Purposes. It is intended that the Corporation shall be exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and that it shall qualify as an organization transfers to which are deductible for federal income, gift and estate tax purposes by residents and citizens of the United States of America (a "Qualified Charitable Organization").

8. **Limitations and Prohibitions.** Notwithstanding any other provisions of these Articles of Incorporation, the Corporation's activities and the Board's authority shall be subject to the following limitations and prohibitions:
- (a) No power or discretion shall be exercised by the Board in any manner or for any purpose that is not consistent with the Corporation's 501(c)(3) Exempt Purposes, its qualification as a Qualified Charitable Organization, and any restrictions imposed on contributions to the Corporation that are consistent with the Corporation's 501(c)(3) Exempt Purposes and its qualification as a Qualified Charitable Organization, imposed by the donor by written instrument, and accepted by the Board by resolution ("Valid Restrictions").
 - (b) No part of the income or assets of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors ("Directors"), officers, the Members or any other person having a personal and private interest in the activities of the Corporation, except in furtherance of the Corporation's 501(c)(3) Exempt Purposes, as payment of reasonable compensation for services rendered, or as payment or reimbursement of reasonable expenses necessary to carrying out the Corporation's 501(c)(3) Exempt Purposes.
 - (c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.
 - (d) The 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.
 - (e) To the extent that Section 508 and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall make distributions and expenditures for the Corporation's 501(c)(3) Exempt Purposes, in such

amounts, at such times and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

- (f) To the extent that Section 508 and the provisions of Chapter 42 of the Code are applicable to the Corporation, the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code, (c) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Code.
 - (g) The Corporation shall not carry on any activities not permitted to be carried on by a Qualified Charitable Organization.
9. **Members' Rights.** The Members shall have those rights and privileges required by law to be accorded to members entitled to vote and those rights and privileges conferred upon the Members by these Articles of Incorporation or the Bylaws. Each Member shall be entitled to one vote on each matter submitted to a vote of the Members. The initial Board is elected by the incorporator and the initial Bylaws are adopted by the Board. Thereafter, for so long as the Corporation is a Membership Corporation, the Members shall have (i) the exclusive right to elect or appoint Directors, remove Directors with or without cause, and fill vacancies on the Board, each in the manner and subject to the limitations stated in the Bylaws, and from time to time, by resolution, to increase or decrease the number of Directors; (ii) the exclusive power to amend or repeal the Bylaws and to adopt new bylaws in the manner and subject to the limitations stated in the Bylaws; and (iii) the right to vote on any amendment to the Articles of Incorporation, any proposal to dissolve the Corporation and any plan of distribution of assets described in Section 617.1406, Florida Statutes, any plan of merger, and any disposition of all or substantially all of the Corporation's assets described in Section 617.1202, Florida Statutes.
10. **Board of Directors.** The activities, property and affairs of the Corporation shall be managed by or under the direction of the Board. The number of Directors constituting the initial Board shall be **five (5)**. The number of Directors may be increased or decreased from time to time by resolution, but shall not be reduced to less than **three (3)**, and no decrease in the number of Directors constituting the Board shall shorten the term of any incumbent Director. After the initial Board is elected by the incorporator and for so long as the Corporation is a Membership Corporation, the Directors shall be elected or appointed by the Members in the manner stated in the Bylaws. If at any time the Corporation ceases to be a Membership Corporation, the Board shall elect Directors in the manner stated in the Bylaws.