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Division of Corporations

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To:

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FLORIDA PROFIT/NON PROFIT CORPORATION
The Richard W. Sorenson Family Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
THE RICHARD W. SORENSON FAMILY FOUNDATION, INC.
(a Florida not for profit corporation)

The undersigned incorporator hereby forms a corporation under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes (as the same may hereafter be revised or replaced, the "Act"), as follows:

1. Name. The name of the Corporation is "The Richard W. Sorenson Family Foundation, Inc." (the "Corporation").

2. Nonprofit. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.

3. No Members. The Corporation shall not have members.

4. Purpose. The Corporation is organized and shall be operated exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, as amended (the "Code" and referred to by Section reference). In furtherance of the foregoing purposes, the specific activities and purposes to be conducted, promoted, and carried out by the Corporation shall be to operate as a private grant making foundation. In furtherance of the foregoing activities and purposes, but subject to the restrictions of these Articles of Incorporation, the Corporation may engage in any lawful act or activity for which corporations may be formed under the Act.

5. Restrictions. The Corporation shall (i) be empowered only to engage in activities in furtherance of the above-described exclusively charitable, religious, educational, and/or scientific purposes, and (ii) not be empowered to engage in activities that would cause the Corporation to cease to be qualified as exempt under Section 501(a) of the Code as described in Section 501(c)(3) of the Code, or that would cause contributions to the Corporation to cease to be deductible under Section 170(c)(2) of the Code. The Corporation shall be subject to the following additional restrictions and requirements:

(a) 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. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Code.

(b) For any period during which it is a "private foundation," as defined in Section 509 of the Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. Among the activities in which the Corporation shall not engage for any period during which it is such a "private foundation" are: (i) any act of self-dealing (as defined in Section

4941(d) of the Code); (ii) retaining any excess business holdings (as defined in Section 4943(c) of the Code); (iii) making any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (iv) making any taxable expenditures (as defined in Section 4945(d) of the Code).

(c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse reasonable expenses incurred, to purchase goods and services at reasonable prices, and to provide programs, services and other benefits, all in furtherance of the exclusively charitable, religious, educational, and/or scientific purposes of the Corporation set forth in Section 4, and to make distribution of its assets upon dissolution as provided for in Section 9.

6. Board of Directors; Manner of Election. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, its Board of Directors as set forth in the Bylaws of the Corporation. The method of electing the Board of Directors shall be as set forth in the Bylaws of the Corporation.

7. Limitation of Liability of Directors to the Corporation and to Any Other Person. To the fullest extent that the Act or any other law of the State of Florida, as in effect on the date of these Articles of Incorporation or as hereafter amended, permits the limitation or elimination of the personal liability of a Director of the Corporation to the Corporation or to any other person, no Director shall be liable to the Corporation or to any other person for monetary damages for breach of duty as a Director. No repeal, modification or amendment of this Section 7 shall adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification. Nothing contained in this Section 7 shall be construed to deny to the Directors of the Corporation the benefit of Section 617.0834 of the Act as in effect at the time of the violation (or the corresponding provisions of any subsequent statute amending or replacing said statute), if applicable. The provisions of this Section 7 are intended to limit the liability of Directors of the Corporation to the greatest extent now or hereafter permitted under the laws of the State of Florida.

8. Indemnification of Directors and Officers; Prepayment of Expenses.

(a) Right to Indemnification. The Corporation shall indemnify directors, officers, employees, and agents of the Corporation to the fullest extent required by Section 607.0850 of the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (as the same may hereafter be revised or replaced, the "FBCA") and may indemnify such persons to the fullest extent permitted by Section 607.0850 of the FBCA, subject in each case to restrictions, if any, contained in these Articles of Incorporation and the Bylaws of the Corporation. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such other persons to the fullest extent permitted by Section 607.0850 of the FBCA.

(b) Advance Payment. The right to indemnification conferred in this Section 8 shall include the right to be paid or reimbursed by the Corporation for the reasonable expenses incurred by a person of the type entitled to be indemnified under Section 8(a) who was, is or is threatened to be made a named defendant or respondent in a proceeding in advance of the final

disposition of the proceeding and without any determination as to the person's ultimate entitlement to indemnification; provided, however, that the payment of such expenses incurred by any such person in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of a written affirmation by such director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Section 8 and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it shall ultimately be determined that such indemnified person is not entitled to be indemnified under this Section 8 or otherwise.

(c) Indemnification of Employees and Agents. The Corporation, by adoption of a resolution of the board of directors, may indemnify and advance expenses to an employee or agent of the Corporation to the same extent and subject to the same conditions under which it may indemnify and advance expenses to directors and officers under this Section 8; and, the Corporation may indemnify and advance expenses to persons who are not or were not directors, officers, employees or agents of the Corporation while serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person to the same extent that it may indemnify and advance expenses to directors under this Section 8.

(d) Other Sources. The Corporation's obligation, if any, to indemnify or to advance expenses to any person who was or is serving at its request as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity shall be reduced by any amount such person may collect as indemnification or advancement of expenses from such other corporation, partnership, limited liability company, joint venture, trust, enterprise or nonprofit entity.

(e) Nonexclusivity of Rights. The right to indemnification and the advancement and payment of expenses conferred in this Section 8 shall not be exclusive of any other right which a director or officer or other person indemnified pursuant to Section 8(c) may have or hereafter acquire under any law (common or statutory), provision of the Bylaws of the Corporation or these Articles of Incorporation.

(f) Amendment or Repeal. Any repeal or modification of the foregoing provisions of this Section 8 shall not adversely affect any right or protection hereunder of any Indemnitee in respect of any act or omission occurring prior to the time of such repeal or modification.

(g) Savings Clause. If this Section 8 or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify and hold harmless each director, officer or any other person indemnified pursuant to this Section 8 as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, to the full extent permitted by any applicable portion of this Section 8 that shall not have been invalidated and to the fullest extent permitted by applicable law.

(h) Limitation. Notwithstanding any other provision of this Section 8, if at any time the Corporation is a "private foundation," as defined in Section 509 of the Code, the Corporation

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shall not, during the period it is such a private foundation, indemnify any person if such indemnity or its carrying out will constitute a violation of any provision of Section 617.0835. of the Act or any substantially like provision which may be contained in these Articles of Incorporation.

9. Dissolution. In the event of dissolution of the Corporation, the Board of Directors shall adopt a plan of distribution which shall, after paying or making provision for payment of the liabilities of the Corporation, cause all of the net assets of the Corporation to be distributed to one or more organizations that are described in Section 501(c)(3) of the Code and that are exempt under Section 501(a) of the Code and are established for purposes substantially similar to those of this Corporation as the plan of distribution, adopted in accordance with law, shall provide. If the Corporation shall at the time of dissolution be a private foundation as defined in Section 509(a) of the Code, it shall be a further requirement that each distributee entity be an organization described in Section 507(b)(1)(A) of the Code. Any such assets not so disposed of shall be disposed of in accordance with the directions of a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code to one or more organizations, as said Court shall determine, that are organized and operated exclusively for such purposes.

10. References to Laws. References to Sections of the 1986 Internal Revenue Code shall include references to the corresponding provisions of any future Internal Revenue Code, and references to any law, regulation, statute or ordinance shall likewise include references to the corresponding provisions of any future law, regulation, statute or ordinance.

11. Principal Office; Mailing Address. The street address of the Corporation's initial principal office and the mailing address of the Corporation is 2727 Aqua Vista Blvd, Fort Lauderdale, Florida 33301.

12. Registered Office and Registered Agent. The name of the registered agent of the Corporation is the Corporation Service Company whose street address is 1201 Hays Street, Tallahassee, Florida 32301.

13. Incorporator. The name of the incorporator of the Corporation is Ryan T. Roth whose street address is 60 Johnson Avenue, Plainville, Connecticut 06062.

14. Effective Date. These Articles of Incorporation shall be effective upon filing.

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SECRET
TALLAHASSEE, FL

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.

CORPORATION SERVICE COMPANY

By: *Alexis Winters*
Name:
Title:

Date: 11/24/2021

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.

Ryan T. Roth
Ryan T. Roth, Incorporator

Date: November 15, 2021

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SECRETARY OF STATE
TALLAHASSEE, FL