

N21000448743 4056

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H21000448743 3)))



H210004487433ABC0

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : COMITER & SINGER, LLP
Account Number : I20000000085
Phone : (561)626-4742
Fax Number : (561)626-4742

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: corporate@comitersinger.com

FLORIDA PROFIT/NON PROFIT CORPORATION
The Walter & Mary Anne McPhail Family Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

D O'KEEFE
DEC 1, 2021

H21000448743 3

**ARTICLES OF INCORPORATION
OF
THE WALTER & MARY ANNE MCPHAIL FAMILY FOUNDATION, INC.**

Article I. Name

The name of the corporation shall be The Walter & Mary Anne McPhail Family Foundation, Inc. (the "Corporation").

Article II. Principal Office

The initial principal place of business and mailing address of the Corporation shall be 123 Via Fontana, Palm Beach, Florida 33480.

Article III. Purpose

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not for profit corporations may be organized, so far as permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to corresponding provisions of future federal tax legislation (the "Code"), and only for charitable, religious, scientific, literary and educational purposes that are in accordance with all applicable laws.

To support the Corporation's purposes, it may also accept, hold, invest, reinvest, and administer any gifts, without limitations as to amount or value, and to use, disburse, or donate the income or principal thereof for charitable purposes consistent with the Corporation's purposes. The Corporation may establish investment policies, guidelines, etc. in its bylaws or through Board of Directors' action.

To further support the Corporation's purposes, it shall also have the incidental powers to do everything necessary, suitable, or proper for the accomplishment, attainment, or furtherance of, to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by law upon a not for profit corporation organized under the laws of the State of Florida and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as an individual, association, partnership, limited liability company, or other jural person might or could do; provided that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by these Articles of Incorporation or forbidden by law to a not for profit corporation organized under the laws of the State of Florida.

Article IV. Management

The Corporation's affairs shall be managed by a Board of Directors. The number of directors may be increased or decreased in accordance with the Corporation's bylaws but shall never be less than the minimum required by law.

H21000448743 3

Article V. Manner of Directors' Election

The manner in which the directors are elected or appointed shall be done in accordance with the Corporation's bylaws.

Article VI. Initial Directors

The names and addresses of the initial directors are:

Walter S. McPhail	Director
4095 Southern Blvd., Suite 100	
West Palm Beach, FL 33406	

Mary Anne McPhail	Director
4095 Southern Blvd., Suite 100	
West Palm Beach, FL 33406	

Melinda M. McPhail	Director
4095 Southern Blvd., Suite 100	
West Palm Beach, FL 33406	

Frank Scerbo	Director
2005 W. Hamlin Road, Suite 100	
Rochester Hills, MI 48309	

Richard B. Comiter	Director
3825 PGA Blvd, Suite 701	
Palm Beach Gardens, FL 33410	

Article VII. Membership

The Corporation shall have no members.

Article VIII. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. If the Corporation is at any time deemed not to be a private foundation within the meaning of the Code Section 509(a), no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). Otherwise, if the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for that period, the Corporation shall not conduct any activities consisting of the carrying on of propaganda or otherwise attempt to influence legislation, except as permitted in Code Section 4945. The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles

H210004487433

of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Sections 170, 2055, or 2522.

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for that period, the Corporation shall distribute its income for each year at such time and in such manner that avoids subjecting the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments subjecting the Corporation to tax under Code Section 4944, or make any taxable expenditures as defined in Code Section 4945(d).

Article IX. Indemnification

The directors and officers of the Corporation shall be protected from personal liability to the fullest extent permitted by law.

Article X. Initial Registered Agent and Street Address

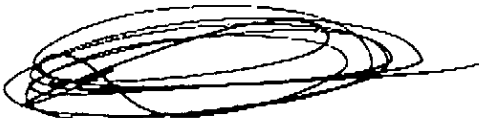
The name and Florida street address of the initial registered agent is Comiter, Singer, Baseman & Braun, LLP, 3825 PGA Boulevard, Suite 701, Palm Beach Gardens, FL 33410.

Article XI. Incorporator

The name and address of the incorporator is Richard B. Comiter, Esq., Comiter, Singer, Baseman & Braun, LLP, 3825 PGA Boulevard, Suite 701, Palm Beach Gardens, FL 33410.

Article XII. Dissolution

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the foregoing purposes.



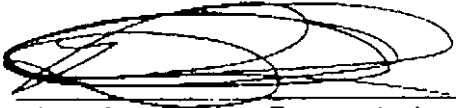
Richard B. Comiter, Esq., Incorporator

December 7, 2021

2021 DEC -9 PM 5:51

H21000448743 3

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.



Richard B. Comiter, Esq., as Authorized
Representative of Registered Agent

December 7, 2021

2021 DEC -9 11: 6: 51