N22000003437

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

Office Use Only

400383996444

03/21/22--01047--001 **87.50

T. SCOTT

APR - 8 2022

DUNLAP MORAN
ATTORNEYS AT LAW

March 15, 2022

22557-2
Sent Via FedEx
Tracking #: 7762-9888-5374

Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RE: BOWMAN FAMILY FOUNDATION, INC. - ARTICLES OF INCORPORATION

Dear Sir/Madam:

Enclosed herewith for filing please find the ORIGINAL Articles of Incorporation for the Bowman Family Foundation, Inc., a Florida not-for-profit corporation, along with a COPY of same.

Also **enclosed** is a check in the amount of **$87.50** for payment of the Filing Fee, Certified Copy, and Certificate.

Please send all correspondence regarding this matter to the undersigned using the following contact information:

Chris M. Bauer, Esq.
22 S. Links Ave., Suite 300
Sarasota, FL 34236
(941) 366-0115
cbauer@dunlapmoran.com

Should you have any questions, please contact me. I am,

Very Truly Yours,

DUNLAP & MORAN, P.A.

Chris M. Bauer, Esq.

Enclosures
CC: James R. Bowman, Jr. (via email)

02017135-1 / 22557/2

ARTICLES OF INCORPORATION

OF

BOWMAN FAMILY FOUNDATION, INC.

(A Not-For-Profit Corporation)

The undersigned Incorporator of these Articles of Incorporation, being a natural person competent to contract, is desirous of forming a Corporation Not-For-Profit, pursuant to Chapter 617 of the Laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation shall be:

BOWMAN FAMILY FOUNDATION, INC.

ARTICLE II- PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

The principal office of said Corporation shall be located at:

24541 Woodsage Drive
Bonita Springs, FL 34134

The mailing address of the Corporation shall be:

c/o James R. Bowman, Jr.
24541 Woodsage Drive
Bonita Springs, FL 34134

The Directors of the Corporation may change the location of the principal office of said Corporation from time to time. The registered office of the Corporation shall be located at: "c/o Christopher M. Bauer, Esq., 22 S. Links Ave., Suite 300, Sarasota, FL 34236", and the Registered Agent shall be Christopher M. Bauer, Esq.

ARTICLE III - PURPOSES

This Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of the Internal Revenue Code ("IRC") Section 501(c)(3), including the making of distributions to organizations that qualify as tax exempt organizations under IRC Section 501(c)(3), or corresponding sections of any future federal tax code ("Charitable Organizations"); and is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not-For-Profit Corporation Act.

The Corporation may acquire funds and other assets by gift, donation, and otherwise; to hold and invest the same; to provide funds and promote such activities for such charitable, scientific, and educational purposes as the Board of Directors of the Corporation may determine from time to time; and to do all other things necessary or desirable in connection with the foregoing purposes.

ARTICLE IV - POWERS

This Corporation shall have and exercise all of the powers of non-profit corporations under the Laws of the State of Florida, but within the restrictions of IRC Section 501(c)(3), and which are convenient or necessary to affect the purposes of the Corporation.

LIMITATION ON POWERS:

1. No part of the assets or net earnings of the Corporation shall be distributable to, or inure to the benefit of, its members, directors, officers 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 the purposes set forth in Article III hereof.

2. No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not directly or indirectly 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.

3. The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

4. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the

tax on undistributed income imposed by IRC Section 4942, or the corresponding section of any future federal tax code.

5. The Corporation will not engage in any act of self-dealing, as defined by IRC Section 4941(d), or the corresponding section of any future federal tax code.

6. The Corporation will not retain any excess business holdings, as defined in IRC Section 4943(c), or the corresponding section of any future federal tax code.

7. The Corporation will not make any investments, which would jeopardize the carrying out of any of its exempt purposes, in a manner as to subject it to tax under IRC Section 4944, or the corresponding section of any future federal tax code.

8. The Corporation will not make any taxable expenditures, as defined by IRC Section 4945, or the corresponding section of any future federal tax code.

9. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under IRC Section 501(c)(3), or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under IRC Section 170(c)(2), or corresponding section of any future federal tax code.

ARTICLE V - QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION

1. The members of the Corporation shall be:

James R. Bowman, Jr.;

Audra L. Bowman;

Tyler J. Bowman; and

Jaime L. Bowman.

2. The By-Laws of the Corporation shall prescribe additional qualifications for membership.

3. Prospective members shall be admitted to membership upon approval by the Board of Directors, according to the procedures and limitations established in the By-Laws.

ARTICLE VI - TERM OF EXISTENCE

The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the provisions of Florida Statutes, Chapter 617, as amended, or as otherwise provided under the Corporation's Bylaws, as then in effect.

ARTICLE VII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

The assets of the Corporation are dedicated to the exempt educational and charitable purposes within the meaning of IRC Section 501(c)(3) described in Article III above. Upon the dissolution or termination of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose as the Board of Directors shall determine. Any such assets not so distributed shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII - NAME AND ADDRESS OF INCORPORATOR

The name and mailing address of the Incorporator of these Articles are as follows:

Name	Address
James R. Bowman, Jr.	24541 Woodsage Drive Bonita Springs, FL 34134

ARTICLE IX - OFFICERS AND DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of this Corporation shall be managed under the direction of, a governing Board called the Board of Directors, who shall be elected at the annual meeting of the Corporation. Vacancies on the Board of Directors may be filled until the next annual meeting, in such manner as provided by the By-Laws. The officers shall be determined as provided in the By-Laws. The officers shall be elected by the Board of Directors. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the By-Laws of the Corporation.

ARTICLE X - NAMES AND ADDRESSES OF DIRECTORS

The Corporation shall have four (4) Directors. The number may be increased as provide in the By-Laws of the Corporation but shall never be fewer than three (3). The names and addresses of the persons who shall serve as Directors until their successors are elected and qualified are:

NAME	ADDRESS
James R. Bowman, Jr.	24541 Woodsage Drive Bonita Springs, FL 34134
Audra L. Bowman	24541 Woodsage Drive Bonita Springs, FL 34134
Tyler J. Bowman	70 Racquet Road Belmar, NJ 07719
Jaime L. Bowman	31 Zeller Drive Somerset, NJ 08873

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATON

These Articles may be amended by a majority of the members present and voting at any regular or special meeting of the Corporation, provided, however, that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed Amendment to each and every member of the Corporation ten (10) days prior to the regular or special meeting of the Corporation; provided, however, that any Amendment will not adversely affect the status of the Corporation as an organization qualifying under IRC Section 501(c)(3).

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation, against any and all expenses (including attorneys fees, Court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided, however, that, if any past or present officer or director sues the Corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from Corporation funds. If there are no funds available to pay the cost of the indemnification or deficiency resulting from insufficient insurance coverage, then the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding any other provisions contained herein to the contrary.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto executed these Articles this 9th day of MARCH, 2022, for the purpose of forming this non-profit corporation under the Laws of the State of Florida, and hereby makes and files these Articles of Incorporation in the office of the Secretary of the State of Florida and certifies that the facts herein stated are true.

James R. Bowman, Jr., President

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated Corporation, at the registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.

Dated March 9, 2022.

Christopher M. Bauer
Registered Agent