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TALLAHASSEE, FLORIDA



STEIN SPERLING

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ATTORNEYS AT LAW

REBECCA A. O'NEILL

ATTORNEY AT LAW

SENIOR ASSOCIATE

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August 24, 2022

VIA USPS OVERNIGHT MAIL

File Number: 2211745.02

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for Nolen Foundation, Inc.

Dear Sir/Madam:

Please find enclosed for filing the original and one copy of the Articles of Incorporation for a Florida Not-for-Profit Corporation, for Nolen Foundation, Inc., along with a check made payable to Department of State in the amount of \$87.50 for the filing fee, certified copy, and Certificate of Status.

Please send the certified copy and Certificate of Status to me as follows:

Rebecca A. O'Neill, Esquire
Stein Sperling Bennett De Jong Driscoll PC
1101 Wootton Parkway, Suite 700
Rockville, MD 20852

If you have any questions, please contact me at my direct number: (301) 838-3220, or my email address: roneill@steinsperling.com.

Thank you.

Very truly yours,

Rebecca A. O'Neill

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TALLAHASSEE, FL 32314

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RAO/vrh

Enclosures

NOLEN FOUNDATION, INC.

**Articles of Incorporation for a
Florida Not-for-Profit Corporation**

Article I

The Name of the Corporation

The name of the corporation (which is hereinafter referred to as the "**Corporation**") is:

Nolen Foundation, Inc.

Article II

Principal Place of Business

The principal place of business and mailing address of the Corporation in the State of Florida is:

4731 Bonita Bay Blvd, Apt. 1004, Bonita Springs, Florida 34134

Article III

Purposes of the Corporation

The purposes for which the Corporation is formed are as follows:

Section 1. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "**Code**") or corresponding sections of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

Section 2. Powers of the Corporation

For the non-profitable purposes aforesaid, the Corporation shall have the following powers: to receive and administer funds subject to the restrictions and limitations hereinafter set forth, for charitable, religious, educational, and scientific purposes, all for the public welfare, and for no other purpose; to rent, lease, purchase or otherwise acquire for any of its purposes, hold, pledge, transfer, sell, encumber, or dispose of any property, real or personal, of every kind, to invest and reinvest the principal thereof, and to deal with and expend the income therefrom and the principal thereof exclusively for charitable, religious, educational, and scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws; to do and perform all lawful acts and things necessary and proper in the judgment of the officers and/or directors, to

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promote the non-profitable objects of the Corporation, subject in all particulars to the limitations relative to non-profitable, non-stock corporations which are contained in the Florida Not For Profit Corporation Act; and to apply for and receive grants to further the non-profitable purposes of the Corporation.

The foregoing enumeration of the purposes of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law. The mention of any particular purpose is not intended in any manner to limit or restrict the generality of any other purpose mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by the Florida Not For Profit Corporation Act upon not for profit corporations, it being the intention that the purposes set forth in each of the paragraphs of this Article shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this or any other Article of these Articles of Incorporation, or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as purposes; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or do any act which a not-for-profit corporation formed under the Florida Not For Profit Corporation Act may not at the time lawfully carry on or do.

Article IV **Manner of Election of Directors**

The manner by which the directors of the Corporation are elected or appointed shall be as set forth in the Bylaws of the Corporation.

Article V **Initial Directors and Officers**

The initial directors and officers of the Corporation are as set forth below:

1. George Nolen, director and President
4731 Bonita Bay Blvd. Apt. 1004, Bonita Springs, Florida 34134
2. Michele Nolen, director, Secretary and Treasurer
4731 Bonita Bay Blvd. Apt. 1004, Bonita Springs, Florida 34134
3. Jennifer Nolen, director
2624 Coxshire Lane, Davidsonville, Maryland 21035
4. Brian Nolen, director
9419 Bulls Run Parkway, Bethesda, Maryland 20817

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Article VI
Initial Registered Agent and Street Address

The name and address of the initial Registered Agent of the Corporation is:

George Nolen

4731 Bonita Bay Blvd, Apt. 1004, Bonita Springs, Florida 34134

Article VII
Incorporator

The name and address of the Incorporator is:

Rebecca A. O'Neill
1101 Wootton Parkway, Suite 700
Rockville, Maryland 20852

Article VIII
Prohibited and Required Activities

Notwithstanding any other provisions hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code or corresponding provisions of any subsequent federal tax laws. Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

Section 1. No Private Benefit. No part of the net earnings of the Corporation shall inure to the benefit of any trustee, 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 to effect one or more of its purposes), and no trustee, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 2. No Political Activities. 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 or in opposition to any candidate for any public office.

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Section 3. No Self-Dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4. Distribution of Income. The Corporation shall distribute its income for each taxable year at such time and in such a manner as not to become subject to the tax on undistributed funds imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 5. No Retention of Excess Business Holdings. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 6. No Improper Investments. The Corporation shall not make any investments in such manner as to incur tax liability under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 7. No Taxable Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 8. Distribution of Assets Upon Dissolution. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code 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. Any such assets not so disposed of 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 such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

[Signatures Begin on Following Page]

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Having been named as registered agent to accept service of process for Nolen Foundation, Inc. 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.

Aug 23, 2022

Date

George Nolen

George Nolen
Registered Agent

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.

Aug 23, 2022

Date

R. A. O'Neill

Rebecca A. O'Neill
Incorporator

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