

Florida Department of State

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Email Address:

jennalanger@msn.com

DOMESTICATION

Rocky Mountain College of Art and Design Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$128.75

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**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION
OF ROCKY MOUNTAIN COLLEGE OF ART AND DESIGN FOUNDATION**

The undersigned, Jenna Langer, is the duly authorized representative of **ROCKY MOUNTAIN COLLEGE OF ART AND DESIGN FOUNDATION**, a Colorado foreign non-profit corporation, in accordance with Section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was March 1, 2011.
2. The jurisdiction where the above-named corporation was first formed, incorporated, or otherwise came into being was the State of Colorado.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Rocky Mountain College of Art and Design Foundation.
4. The name of the corporation, as set forth in its Articles of Incorporation, to be filed pursuant to Sections 617.01201 and 617.0202, Florida Statutes, with this certificate is Rocky Mountain College of Art and Design Foundation, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the State of Colorado.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to Section 617.1803, Florida Statutes.

I am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 2nd day of September, 2022.



Authorized Signature
Jenna Langer

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JACKSONVILLE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ROCKY MOUNTAIN COLLEGE OF ART AND DESIGN FOUNDATION, INC.
(A Florida Nonprofit Corporation)**

These Articles of Incorporation (the "**Articles**") constitute the Articles of Incorporation of Rocky Mountain College of Art and Design Foundation, Inc. (the "**Foundation**"), pursuant to the provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

**ARTICLE I
CORPORATE NAME**

The name of the nonprofit Foundation is Rocky Mountain College of Art and Design Foundation, Inc.

**ARTICLE II
PERIOD OF DURATION**

The Foundation shall exist in perpetuity from the date of filing of these Articles of Incorporation with the Department of State for the State of Florida, unless dissolved according to law.

**ARTICLE III
PURPOSES AND POWERS OF THE FOUNDATION**

3.1 Purposes. The Foundation is organized and operated exclusively for public, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended, including, without limitation:

(a) To create an awareness of, and educate the public on, the importance of art and design in order to promote social good and justice;

(b) To support creative pursuits and expand the public's exposure to art and design by providing opportunities to new and aspiring artists, designers and professionals, including, without limitation, education and training in art, design, business, media, communications, technology, liberal studies and related subjects; and in furtherance of this purpose, to establish and operate a nonprofit university, wherein undergraduate and graduate curriculum in the aforementioned subjects may be taught, and advanced degrees granted and such other activities necessary to fulfill the educational purposes of the Foundation;

(c) To provide education, mentorships and scholarships for students seeking degrees in art, design, education, business, media, communication, technology, liberal arts and related subjects, and improve the cultural and artistic experiences of broader communities, thereby promoting art as an outlet for creativity; and

(d) To do and to engage in all lawful activities that further or are consistent with the preceding purposes of the Foundation.

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JANICE L. HARRIS
CLERK OF THE COURT

In furtherance of such purposes, the Foundation may promote, establish, conduct, and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations, and institutions carrying on such activities.

3.2 Powers. In furtherance of the preceding purposes, the Foundation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Florida.

3.3 Restrictions on Powers. Notwithstanding any other provision of these Articles, the powers of the Foundation are restricted as follows:

(a) The Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on (i) by an organization exempt from federal income taxation under Code §501(c)(3) or (ii) by an organization the contributions to which are deductible under Code §§170, 642, 2055, or 2522.

(b) No part of the net earnings of the Foundation shall inure to the benefit of any director or officer of the Foundation or any other private individual whatsoever (except that reasonable compensation may be paid for, and reimbursement may be made for reasonable expenses incurred in connection with, services rendered to or for the Foundation affecting one or more of its objects and purposes and except that payments may be made to a private individual other than a director or officer of the Foundation in furtherance of the purposes set forth in Section 3.1), and no director or officer of the Foundation or any other private individual whatsoever shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Foundation.

(c) No substantial part of the Foundation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) No solicitation of contributions to the Foundation shall be made, and no gift, bequest, or devise to the Foundation shall be accepted, upon any condition or limitation that in the opinion of the Foundation may cause the Foundation to lose its federal income tax exemption.

3.4 Prohibited Acts if the Foundation is Deemed a "Private Foundation." Notwithstanding any other provisions of these Articles, if at any time or times the Foundation is a "private foundation" within the meaning of Code § 509; then during such time or times:

(a) The Foundation shall distribute its income for each taxable year at such time and in such manner as not to subject the Foundation to tax under Code §4942;

(b) The Foundation shall not engage in any act of self-dealing, as defined in Code §4941;

(c) The Foundation shall not retain any excess business holdings, as defined in Code §4943(c);

(d) The Foundation shall not make any investments in such manner as to subject the

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Foundation to the tax imposed under Code §4944; and

- (e) The Foundation shall not make any taxable expenditures as defined in Code §4945(d).

ARTICLE IV MEMBERSHIP

The Foundation shall not have voting members.

ARTICLE V REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation shall be 215 N. Eola Drive, Orlando, Florida 32801 and the name of the initial registered agent for the Corporation shall be Amanda F. Wilson.

ARTICLE VI PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and the initial principal office of the Corporation is 941 West Morse Boulevard, Suite 101, Winter Park, FL 32789.

ARTICLE VII INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Amanda F. Wilson
215 N. Eola Drive
Orlando, Florida 32801

ARTICLE VIII DIRECTORS

The affairs of the Foundation shall be managed by a Board of Directors in accordance with the Bylaws of the Foundation. The number of directors shall initially be four. Thereafter, the number of directors shall be fixed by the Bylaws. The number of directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease in number shall have the effect of shortening the term of any incumbent director.

The names and addresses of the Board of Directors of the Corporation are as follows:

Bernie Machen, 941 West Morse Boulevard, Suite 101, Winter Park, FL 32789
Charlie Ball, 941 West Morse Boulevard, Suite 101, Winter Park, FL 32789
Steve Franklin, 941 West Morse Boulevard, Suite 101, Winter Park, FL 32789
Nathan Howe, 941 West Morse Boulevard, Suite 101, Winter Park, FL 32789

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ARTICLE IX LIABILITY AND INDEMNIFICATION

9.1 Limitation of Personal Liability. The personal liability of each director of the Foundation for breach of fiduciary duty as a director is eliminated to the fullest extent permissible under the Act, including, without limitation, pursuant to Section 7-128-402.

9.2 Scope of Indemnification. The Foundation is authorized to provide indemnification of, and advance expenses to, directors, officers, employees, fiduciaries, and other agents to the fullest extent permissible under the Act.

9.3 Amendment, Modification, or Repeal. Any amendment, modification, or repeal of all or part of this Article IX shall not adversely affect any right or protection of a director, officer, employee, fiduciary, or other agent under this Article IX in respect of any action or omission occurring prior to the time of such amendment, modification, or repeal.

ARTICLE X BYLAWS

The Board of Directors shall have the power to make such bylaws as they may deem proper for the management of the affairs of the Foundation. Such bylaws may prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the persons who shall be authorized to execute the instruments of conveyance or encumbrance.

ARTICLE XI AMENDMENT

The Board of Directors shall have the power to amend, alter or repeal these Articles, and new Articles may be adopted by the vote of two-thirds (2/3) of the members of the Board of Directors.

ARTICLE XII DISSOLUTION

Upon any liquidation, dissolution, or winding up of the Foundation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Foundation, dispose of all the assets owned by the Foundation by transferring such assets exclusively to or for the benefit of such organization or organizations as shall at the time qualify under Code §501(c)(3), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court for Orange County, Florida, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such Court shall determine.

IN WITNESS WHEREOF, the undersigned incorporator has hereto set her hand and seal on this the 8th day of September, 2022, for the purpose of forming this not for profit corporation under the laws of the State of Florida.

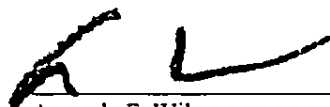


Amanda F. Wilson, Incorporator

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ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of ROCKY MOUNTAIN COLLEGE OF ART AND DESIGN FOUNDATION, INC. and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of such duties, and is familiar with and accepts the obligations of the position as registered agent.



Amanda F. Wilson

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