

NZ2000013256
Division of Corporations
H220004055323

Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

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.

((H22000405532 3))



H220004055323ABCX

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 : LIESER SKAFF ALEXANDER, PLLC
Account Number : I20150000057
Phone : (813)280-1256
Fax Number : (813)251-8715

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

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION

Basis Endowment Foundation, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$70.00 |

2022 DEC 2 AM 10:45

2022 DEC 2 PM 1:55

Electronic Filing Menu

Corporate Filing Menu

Help

H220004055323

H220004055323

**ARTICLES OF INCORPORATION
OF
BASIS ENDOWMENT FOUNDATION, INC.**

In compliance with the requirements of the Florida Not for Profit Corporation Act (hereinafter, the "Act"), the undersigned hereby act as incorporators in adopting and filing these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be BASIS ENDOWMENT FOUNDATION, INC. (the "Corporation").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is:

2514 SOUTH DUNDEE STREET
TAMPA, FL 33629

ARTICLE III: PURPOSE; REQUIRED PROVISIONS

The Corporation is a not-for-profit corporation and is not organized for the private gain of any person. It is organized under the Act for charitable purposes.

The Corporation is organized exclusively for charitable purposes, including religious, scientific, literary, or educational purposes, fostering national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law.

The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

H220004055323

The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code ("IRC") Section 4942.

The Corporation will not do any of the following:

- a) retain any excess business holdings as defined in IRC Section 4943(c);
- b) engage in any act of self-dealing as defined in IRC Section 4941(d);
- c) make any investments in such manner as to subject the Corporation to tax under IRC Section 4944; or
- d) make any taxable expenditures as defined in IRC Section 4945(d).

ARTICLE IV: MANNER OF ELECTION

The Board of Directors will consist of at least three (3) individuals, who will be elected or appointed as stated by the bylaws / elected at the annual meeting.

ARTICLE V: INITIAL DIRECTORS AND/OR OFFICERS

The names and addresses of the initial officers of this Corporation are:

Chief Executive Officer: Shealy, Michael D
 2514 South Dundee Street
 Tampa, FL 33629

Secretary: Baker, Todd M
 654 Torwood Lane
 Los Altos, CA 94022

Chief Financial Officer: Shealy, Carol L
 2514 South Dundee Street
 Tampa, FL 33629

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the Corporation is 403 N. HOWARD AVE. TAMPA, FL 33606. The name of the initial registered agent of the Corporation is LIESER SKAFF ALEXANDER.

ARTICLE VII: INCORPORATORS

The names and street addresses of the Corporation's incorporators are:

MICHAEL D. SHEALY
 2514 SOUTH DUNDEE STREET
 TAMPA, FL 33629

H220004055323

CAROL LEE SHEALY
2514 SOUTH DUNDEE STREET
TAMPA, FL 33629

ARTICLE VIII: DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means (provided that the Corporation may cure an inadvertent administrative dissolution for failure to timely file its annual report within thirty (30) days of actual notice of same) all assets of the Corporation shall be distributed to one or more charitable organizations, provided that such organizations qualify for exemption under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, *i.e.* charitable, educational, religious or scientific (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. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein. 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.

ARTICLE IX: INDEMNIFICATION


To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is 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 (other than an action by, or in the right of the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or he conduct was unlawful. Notwithstanding the provisions of this Article IX, the Corporation shall not indemnify any officer or director from any liability for fraud, bad faith, willful misconduct or gross negligence.

ARTICLE X: EFFECTIVE DATE AND TIME

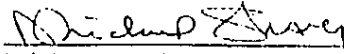
The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with Florida Department of State, Division of Corporations.


H220004055323

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

 12/1/2022
Ghada Skaff for Dieser Skaff Alexander, Date
Registered Agent

We submit these Articles of Incorporation and affirm that the facts stated herein are true. We are aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.

 12/1/2022
Michael D. Shealy, Incorporator Date

 12/1/2022
Carol Lee Shealy, Incorporator Date

2022 DEC - PM 4:55

H220004055323