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CALIF. VTD. SEC. VICE
F.A. RECHISING
DIVISION OF CORPORATIONS
TALLMONT ST. E. 71000A



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 28, 2022

MATTHEW DICKEN
15701 COLLINS AVENUE, UNIT 4102
SUNNY ISLES BEACH, FL 33160

SUBJECT: DICKEN FAMILY FOUNDATION, INC
Ref. Number: W22000039841

We have received your document for DICKEN FAMILY FOUNDATION, INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida nonprofit corporations are required to have at least 3 directors or trustees. Please place the letter "D" or "T" beside the names and business addresses of each director or trustee.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 222A00007212

LYNCH, COX, GILMAN & GOODMAN, P. S. C.
500 WEST JEFFERSON STREET - 21ST FLOOR
LOUISVILLE, KENTUCKY 40202
TELEPHONE (502) 589-4215
TELEFAX (502) 589-4994
EMAIL: CHAY.H@LYNCHCOX.COM

May 17, 2022

Via Certified Mail/Return Receipt Requested

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

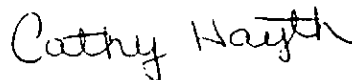
Re: Dicken Family Foundation, Inc.

Dear Sir or Madam:

Enclosed for filing is the corrected original and one copy of the Articles of Incorporation for the Dicken Family Foundation, Inc., along with a copy of letter #222A00007212, and receipt of payment in the amount of \$70.00. Please file the Articles of Incorporation and return the confirmation copy of filing to the undersigned.

Thank you for your assistance. Please contact me if you have questions.

Very truly yours,
LYNCH, COX, GILMAN & GOODMAN, P.S.C.



Cathy J. Hayth
Assistant to Scott A. Weinberg

Enclosures

**ARTICLES OF INCORPORATION
OF
DICKEN FAMILY FOUNDATION, INC.
(a not-for-profit corporation)**

FILED
2022 AUG - 1 AM 10:26
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned, a person over the age of eighteen years and acting as the incorporator of the Dicken Family Foundation, Inc. ("Corporation"), under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), does hereby adopt the following Articles of Incorporation for the Corporation and certifies as follows:

ARTICLE I

The name of the Corporation is the **Dicken Family Foundation, Inc.**, and its principal office is 15701 Collins Avenue, Unit 4102, Sunny Isles Beach, Florida 33160.

ARTICLE II

The Corporation shall have perpetual existence.

ARTICLE III

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

The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and the State of Florida and shall have all of the powers enumerated in the Act, as the same now exists and as thereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

ARTICLE III

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 herein. 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 campaigns on behalf of or in opposition to any candidate for political office. Notwithstanding any other provisions 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 Section 501(c)(3) of the Internal Revenue Code, or corresponding section

of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV

The Corporation shall have no members.

ARTICLE V

The address of the registered office of the Corporation is 15701 Collins Avenue, Unit 4102, Sunny Isles Beach, Florida 33160, and the name of the registered agent of the Corporation at that address is Matthew Dicken.

ARTICLE VI

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue 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 in 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 VII

The Corporation will distribute its income for the purposes specified herein, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code, which would give rise to any liability for any tax imposed by 4941 of the Internal Revenue Code or the corresponding section of any future federal tax code.

The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code which would give rise to any liability for any tax imposed by 4943 of the Internal Revenue Code or the corresponding section of any future federal tax code.

The Corporation will not make any investments in such manner which would jeopardize the carrying out of any of its exempt purposes within the meaning of Section 4944 of the Internal Revenue Code or the corresponding section of any future federal tax code, so as to give rise to any liability for any tax imposed by 4944 of the Internal Revenue Code or the corresponding section of any future federal tax code.

The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code which would give rise to any tax imposed by Section 4945 of the Internal Revenue Code or the corresponding section of any future tax code.

ARTICLE VIII

The name and address of the incorporator is Matthew Dicken, 15701 Collins Avenue, Unit 4102, Sunny Isles Beach, Florida 33160.

ARTICLE IX

The number of the directors of the Corporation which shall constitute the whole Board of Directors shall be such as from time to time shall be fixed by, and in the manner provided in the By-Laws of the Corporation, but, in no event, shall the number be less than three (3).

The directors shall elect such officers as they may determine, and all elected officers shall serve for a term of two years, and until their respective successors shall have been elected and shall have accepted office, unless sooner removed in the manner provided in the By-Laws. The officers elected at the first meeting of the Board of Directors shall hold office until the second annual meeting of the Board of Directors. The duties of the officers and of the assistant officers shall be those prescribed by the By-Laws, and those usually incident to such offices where the By-Laws fail to provide otherwise, or in the absence of any such provision in the By-Laws, those which may be assigned to them from time to time by the Board of Directors.

The authority to make, amend and repeal By-Laws is expressly vested in the Board of Directors.

The current number of directors of the Corporation is three. The names and street addresses of the current Board of Directors are:

<u>Name:</u>	<u>Street Address:</u>
Matthew Dicken (D)	15701 Collins Avenue, Unit 4102 Sunny Isles Beach, FL 33160
Ashley Colleen Dicken (D)	15701 Collins Avenue, Unit 4102 Sunny Isles Beach, FL 33160
Mackenzie Perry (D)	500 N. Hurstbourne Pkwy #120 Louisville, KY 40222

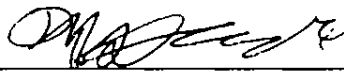
ARTICLE X

These Articles of Incorporation may be amended in the manner provided in the By-Laws or, if not provided in the By-Laws, by the Board of Directors, in the manner provided by law.

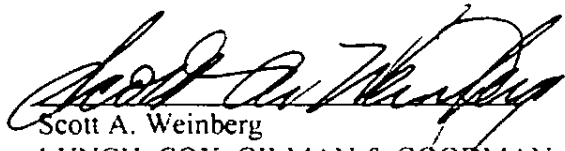
ARTICLE XI

Pursuant to F.S. § 617.0834, the Corporation hereby eliminates the personal liability of a director of the Corporation for monetary damages for breach of his/her duties as a director provided that this provision will not operate to eliminate or limit the liability of a director in the following circumstances: (1) any transaction in which the director's personal financial interest is in conflict with the financial interest of the Corporation; (2) any act or omission not in good faith or which involve intentional misconduct or are known to the director to be a violation of the law; (3) any transaction which the director derived an improper personal benefit; and (4) any act or omission not in good faith or which involve malicious purposes or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

IN WITNESS WHEREOF, witness the signature of the Incorporator this
4 day of May, 2022.


Matthew Dicken, Incorporator

This Instrument Prepared By:


Scott A. Weinberg
LYNCH, COX, GILMAN & GOODMAN, P.S.C.
500 W. Jefferson Street, Suite 2100
Louisville, Kentucky 40202
(502) 589-4215
Florida Bar No. 0089430