

N22000013964

(Requestor's Name)

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☐ PICK-UP ☐ WAIT ☐ MAIL

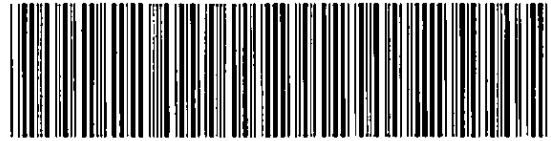
(Business Entity Name)

(Document Number)

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S. CHATHAM
DEC 16 2022

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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December 9, 2022

CAPITAL CONNECTION, INC.

SUBJECT: THE FRY FAMILY FOUNDATION, INC.
Ref. Number: W22000151738

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is N18000003726.

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

Summer Chatham
Regulatory Specialist II
New Filing Section

Letter Number: 622A00027353

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FRY FAMILY FOUNDATION CORPORATION

Signature _____

Requested by:

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
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____ Certificate of Fictitious Name _____
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____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

December 12, 2022

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

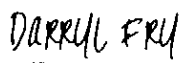
RE: **Permission of Immediate Assumption or Use of Name by Another**
Entity Name: **Fry Family Foundation Corporation**
File No. N18000003726
EIN: 22-3515940

Dear Department Representative:

In accordance with Fl. Stat. s. 617.1422(4) & 617.01201, I hereby provide the Department with authorization for the immediate assumption of the entity name "FRY FAMILY FOUNDATION CORPORATION" or use of the name by another corporation. The entity has been administratively dissolved, under s. 617.1421, as of filing with the Florida Secretary of State. The entity will not be reinstated.

Please advise if additional information is required. Thank you.

Very truly yours,

DocuSigned by:

EE4ACB89147A40E...

Darryl Fry, Board Chair

RECEIVED
DEC 13 2022
CORPORATION
DIVISION

**ARTICLES OF INCORPORATION
OF
THE FRY FAMILY FOUNDATION, INC.
A Florida Not for Profit Corporation**

2015 JUN 11 11:35
OFFICE OF THE CLERK
STATE OF FLORIDA

The undersigned, for the purpose of creating a corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME AND ADDRESS**

The name of this corporation shall be **THE FRY FAMILY FOUNDATION, INC.** (the "Corporation"). The physical and mailing address of the Corporation's principal office shall be at 385 North Point Rd, Unit 901, Sarasota, FL 34229.

**ARTICLE II
OBJECTIVES AND PURPOSES**

The general objectives and purposes of this Corporation shall be:

A. To operate exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"); and to exercise all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act, including the provision of scholarships to needy students.

B. To establish rules and regulations governing the exercise of all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, within the restrictions of Section 501(c)(3) of the Internal Revenue Code, including without limitation, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

D. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization 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 III
TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its Board of Trustees as provided in the Bylaws of this Corporation.

ARTICLE IV
MEMBERS

The Corporation shall not have members.

ARTICLE V
BOARD OF TRUSTEES OF THE CORPORATION

The affairs of the Corporation shall be managed by its Board of Trustees. The Board of Trustees shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation. The Corporation shall have at least three (3) trustees. Members of the Board of Trustees shall be elected as set forth in the Bylaws.

ARTICLE VI
NAMES OF INITIAL BOARD OF TRUSTEES

Trustees:

Address:

Darryl Fry	385 North Point Rd, Unit 901, Sarasota, FL 34229
Marlene Fry	385 North Point Rd, Unit 901, Sarasota, FL 34229
Paul Burt	385 North Point Rd, Unit 901, Sarasota, FL 34229
Marie Burt	385 North Point Rd, Unit 901, Sarasota, FL 34229
Diana Cronin	385 North Point Rd, Unit 901, Sarasota, FL 34229
Jim Cronin	385 North Point Rd, Unit 901, Sarasota, FL 34229
April Lee	385 North Point Rd, Unit 901, Sarasota, FL 34229
Cheryl Fry	385 North Point Rd, Unit 901, Sarasota, FL 34229
Judy Repple	385 North Point Rd, Unit 901, Sarasota, FL 34229

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Gerry Repple

385 North Point Rd, Unit 901, Sarasota, FL

22 DEC 15 11:11:15 34229

Erin Burt

385 North Point Rd, Unit 901, Sarasota, FL

34229

Griffin Ferguson

385 North Point Rd, Unit 901, Sarasota, FL

34229

ARTICLE VII
AMENDMENTS TO THE ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Trustees of the Corporation at any duly-called and noticed regular or special meeting and as further set forth in the Bylaws. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the Trustees of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles VIII and IX of these Articles of Incorporation.

ARTICLE VIII
RESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

A. Shall distribute its income, if any, 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 corresponding section of any future Federal tax code).

B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

C. Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

D. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any Future federal tax code).

E. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

F. 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 these Articles of Incorporation. 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 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 the 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 the corresponding section of any future federal tax code.

ARTICLE IX **DISSOLUTION**

In the event the Corporation is dissolved by either voluntary or involuntary means, all residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 107(c)(2) of the Internal Revenue Code, 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 public purpose. The determination required hereby shall be made by the Corporation's Board of Trustees 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 X **INDEMNIFICATION**

The Corporation, to the fullest extent permitted by law, shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a Trustee, Officer, employee, or agent of the corporation or is or was serving at the request of the Corporation as a Trustee, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof as more fully set forth in the Bylaws.

ARTICLE XI **INITIAL REGISTERED OFFICE AGENT**

The street address of the initial registered agent of the Corporation is 802 11th Street West, Bradenton, FL 34205, and the name of the initial registered agent of the Corporation is Blalock Walters, P.A.

Having been named as registered agent and to accept service of process for the above


stated Corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Blalock Walters, P.A.

By: 
Matthew J. Lapointe, Principal

ARTICLE XII
INCORPORATOR

The name and street address of the incorporator of the Corporation is as follows: Darryl Fry, 385 North Point Rd, Unit 901, Sarasota, FL 34229


Darryl Fry
Incorporator

FILED
2020 OCT 15 PM 11:35
CLERK OF CIRCUIT COURT
SARASOTA COUNTY, FLORIDA