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FLORIDA PROFIT/NON PROFIT CORPORATION

Delray Dunes Foundation, Inc.

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H23000181755 3

**ARTICLES OF INCORPORATION
OF THE
DELRAY DUNES FOUNDATION, INC.**

The undersigned, acting as the incorporator of the Delray Dunes Foundation, Inc., under Chapter 617 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, including its Treasury Regulations, all as amended from time to time (the "Internal Revenue Code"), submits the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of this corporation (the "Corporation") is the Delray Dunes Foundation, Inc.

**ARTICLE 2
INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal place of business and mailing address of the Corporation is

11938 North Lake Drive
Boynton Beach, FL, 33436

The Board of Directors may, from time to time, change the principal office and mailing address to any other address within or without the state of Florida.

**ARTICLE 3
DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation will have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE 4
PURPOSES**

The Corporation is organized and will be operated exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including for the purpose of making distributions to organizations described in Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code. Without limiting or expanding the foregoing, the purposes of the Corporation will be: (i) to provide relief to local communities impacted by natural disasters or other emergencies; (ii) to support financially needy individuals from local communities who are studying at accredited United States-based educational institutions; (iii) to support financially needy individuals from local communities in

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H23000181755 3

need of medical care or treatment; and (iv) to award grants to individuals for other permissible purposes under Section 501(c)(3) of the Internal Revenue Code; provided, however, that the foregoing enumerated purposes shall not limit the ability of the Corporation to carry out any other religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, the Corporation is authorized:

(a) To promote, support, and engage in activities carried on for such purposes, by the direct conduct of such activities, and by making grants to other organizations engaged in religious, charitable, scientific, literary, or educational activities.

(b) To receive and maintain personal or real property, or both; and, subject to the restrictions and limitations set forth below, to use and apply the whole or any part of the income from such property and the principal thereof exclusively for the Corporation's purposes either directly or by contributions to other religious, charitable, scientific, literary, or educational organizations.

(c) To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gift, bequest, or devise from any person or entity, to be used in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided that gifts will be subject to acceptance by the Board of Directors as required by the Bylaws of the Corporation.

(d) To establish an office and employ such personnel as may be necessary and appropriate in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.

(e) To distribute, in the manner, form, and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions or other funds received by it in carrying out programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and will continue to be used exclusively for such purposes.

(f) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

(g) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership.

(h) To contract and be contracted with, and to sue and be sued.

(i) To adopt and use an official seal for the Corporation.

H23000181755 3

(j) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) of the Internal Revenue Code and to the other limitations provided in these Articles of Incorporation.

ARTICLE 5 MEMBERSHIP

The Corporation shall not have members.

ARTICLE 6 DIRECTORS

All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, a Board of Directors. The number of directors (not less than three) will be as provided in the Bylaws. The initial Board of Directors shall have three (3) members, and their names and addresses are as follows:

Stephen D. Halliday	11938 North Lake Drive Boynton Beach, FL 33436
Vincent P. Delazzero	4861 South Lake Drive Boynton Beach, FL 33436
Henry P. Read	15 Fairway Lane Boynton Beach, FL 33436

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The terms for which the directors are to serve, and the method by which the directors are to be elected, will be stated in the Bylaws.

ARTICLE 7 COMPENSATION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

7.1 Compensation. A director or officer of the Corporation may receive reasonable compensation for personal services rendered as a director or officer or in any other capacity, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and may be reimbursed for expenses or advances paid on behalf of the Corporation, provided they are reasonable in character and amount and approved for payment in the manner provided by the Bylaws. Provisions relating to compensation payable to directors or officers of the Corporation will be stated in the Bylaws.

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7.2 Indemnification. Every director and officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeals) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, but only if (i) the director or officer is not adjudged guilty of or liable for willful misfeasance in the performance of his or her duties, and (ii) in the case of a settlement before entry of judgment, the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which a director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director, and agent of the Corporation in amounts determined from time to time by the Board of Directors.

7.3 Prohibition Against Self-Dealing and Excess Benefit Transactions. Anything contained in these Articles of Incorporation to the contrary notwithstanding, the Corporation shall make no payment that would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue Code, or that would result in an "excess benefit transaction" as defined in Section 4958 of the Internal Revenue Code, as applicable pursuant to the Corporation's exempt status.

ARTICLE 8 CHARITABLE LIMITATIONS

Despite any other provision of these Articles of Incorporation, the Corporation may not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and section 617.0835 of the Florida Statutes. These restrictions include, but are not limited to, the following:

8.1 No Private Inurement. No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the exempt purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) to make payments and distributions in furtherance of the Corporation's exempt purposes as set forth herein.

8.2 No Political Activities; No Substantial Lobbying Activities. The Corporation shall not participate 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. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

8.3 Private Foundation Rules. In the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation shall make distributions for each taxable year at such time and in

H23000181755 3

such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

(b) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

(c) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

(d) shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

(e) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Notwithstanding the foregoing, the Corporation intends to operate as a publicly-supported charity.

ARTICLE 9 DISPOSITION OF ASSETS

If the Corporation is dissolved pursuant to the Florida Statutes, the Board of Directors, after paying, satisfying, discharging, or making adequate provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation by transferring such assets to one or more organizations that are organized and operated exclusively for charitable, religious, scientific, literary, or educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code, as the Board of Directors determines. Any assets not so disposed of will be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such exempt purposes, or to such organization or organizations as that Court determines are organized and operated exclusively for such purposes.

ARTICLE 10 AMENDMENTS TO BYLAWS OR ARTICLES OF INCORPORATION

The power to adopt, alter, amend, or repeal the Bylaws of the Corporation or these Articles of Incorporation is vested in the Board of Directors in accordance with the provisions of the Bylaws.

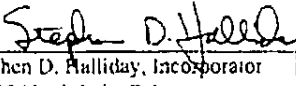
ARTICLE 11 REGISTERED AGENT

The name of the initial registered agent of the Corporation, who is authorized to receive service of process, is Corporation Service Company. The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 15th day of May, 2023.


Stephen D. Halliday, Incorporator
11938 North Lake Drive
Boynton Beach, FL 33436

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

WITNESSETH:

That the Delray Dunes Foundation, Inc., desiring to organize under the laws of the State of Florida, has named Corporation Service Company as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced Corporation at 1201 Hays Street, Tallahassee, Florida 32301, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of section 617.0503, Florida Statutes.

Dated this 16th day of May, 2023.

CORPORATIONSERVICECOMPANY

By: Laurel Bietach

Its: Assistant Secretary

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