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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF BANKING AND FINANCE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: THE RYAN FAMILY FOUNDATION INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MARK RYAN

Name (Printed or typed)

2878 MAHAN DRIVE

Address

TALLAHASSEE, FL 32308

City, State & Zip

850.222.1608 X 306

Daytime Telephone number

mark@shrcpa.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

The Ryan Family Foundation Inc.

A Florida Non-profit Corporation

ARTICLES OF INCORPORATION

ARTICLE I NAME

1.01 Name

The name of this corporation shall be The Ryan Family Foundation, Inc. The business of the corporation may be conducted as The Ryan Family Foundation, Inc.

ARTICLE II DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III PURPOSE

3.01 Purpose

The Ryan Family Foundation, Inc. is a non-profit corporation and shall operate exclusively for religious, educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose of the Organization is to support other 501 (c)(3) non-profit corporations.

3.02 Non-Profit

The Ryan Family Foundation, Inc. is designated as a non-profit corporation.

ARTICLE IV NON-PROFIT NATURE

4.0 Private Foundation Provisions

- a) The corporation will distribute its income for each tax year at a time and in a 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.

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STATE PARTY OF FLORIDA
TALLAHASSEE

- b) 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.
- c) 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.
- d) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e) The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4.01 Non-profit Nature

The Ryan Family Foundation, Inc. is organized exclusively for charitable and educational 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. No part of the net earnings of The Ryan Family Foundation, Inc. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Ryan Family Foundation, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of The Ryan Family Foundation, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

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CLERK OF DISTRICT COURT
FALLS CHURCH, VA

4.03 Dissolution

Upon termination or dissolution of The Ryan Family Foundation, Inc, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of The Ryan Family Foundation, Inc hereunder shall be selected by the discretion of a majority of the managing body of The Ryan Family Foundation, Inc and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against The Ryan Family Foundation, Inc by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

4.05 Restricted Activities

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

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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 V
BOARD OF DIRECTORS

5.01 Governance

The Ryan Family Foundation, Inc shall be governed by its board of directors.

5.02 Initial Directors

The initial directors of the corporation shall be Mark Ryan, Patricia Ryan, Peyton Ryan and Jackson Ryan.

ARTICLE VI
MEMBERSHIP

6.01 Membership

The Ryan Family Foundation, Inc shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII
AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The address of the corporation is:

The Ryan Family Foundation, Inc.
2878 Mahan Drive
Tallahassee, FL 32308

The mailing address of the corporation is:

The Ryan Family Foundation, Inc.
PO Box 16452
Tallahassee, FL 32317

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SECRETARY OF STATE
TALLAHASSEE, FL 32309

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Mark Ryan
PO Box 16452
Tallahassee, FL 32317

ARTICLE X
INCORPORATOR

The incorporators of the corporation are as follow:

Mark Ryan
PO Box 16452
Tallahassee, FL 32317

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of The Ryan Family Foundation, Inc were approved by the board of directors on 08. 15 2023 and constitute a complete copy of Articles of Incorporation of The Ryan Family Foundation, Inc

Mark J Ryan
Mark Ryan
PO Box 16452
Tallahassee, FL 32317

Patricia L Ryan
Patricia Ryan
PO Box 16452
Tallahassee, FL 32317

Peyton Ryan
Peyton Ryan
PO Box 16452
Tallahassee, FL 32317

Jackson Ryan
Jackson Ryan
PO Box 16452
Tallahassee, FL 32317

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SECRETARY OF STATE
TALLAHASSEE, FL 32317

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Mark Ryan, agree to be the registered agent for The Ryan Family Foundation, Inc as appointed herein.

Mark J Ryan
NAME, Registered Agent

Date: 08.17.2023

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CLERK JURY OF
FALLAHASSEE, FL 32811