

N24000002697

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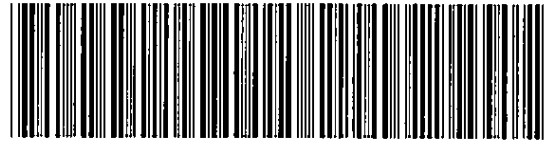
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TALLAHASSEE, FL 32310



CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext:

To: Department Of State, Division Of Corporations
From: Amanda Miller
Ext:
Date: 02/29/24
Order #: 1441102-1
Re: Robert B. Johnson and Caroline O'Connell Charitable Foundation, Inc.
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Certificate of Formation/Incorporation

Amount to be deducted from our State Account: \$70.00 - FL State Account Number:

I20000000195

AUTH

A handwritten signature in black ink, appearing to read "Amanda Miller", is written over the word "AUTH".

Please take the following action:

File in your office on basis

Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

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CLERK OF DISTRICT COURT
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
ROBERT B. JOHNSON AND CAROLINE O'CONNELL
CHARITABLE FOUNDATION, INC.

The undersigned person(s), acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

ARTICLE I. NAME

The name of the corporation is

ROBERT B. JOHNSON AND CAROLINE O'CONNELL
CHARITABLE FOUNDATION, INC.

ARTICLE II. DURATION:

The Term of existence of the corporation is perpetual and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III. STATEMENT OF CORPORATE NATURE

The Corporation is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Part I of Chapter 617, of the Florida Statutes.

ARTICLE IV. NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To engage in any lawful act or activity for which corporations may be organized under the Florida Corporations Not for Profit Law set forth in Part I of Chapter

617 of the Florida Statutes.

2. To operate exclusively for such charitable, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distribution to organizations which qualify as tax-exempt organizations under that code.

ARTICLE V. TRUSTEES

There shall be three (3) members of the initial Board of Trustees of the Corporation. The name and address of each person who is to serve as Trustee until the first election thereof are as follows:

NAME:	ADDRESS:
David Orris	11 First Avenue Englewood, FL 34223
Robert A. Dickinson	460 S. Indiana Ave. Englewood, FL 34223
Alejandra M. Juffe, CPA	900 E. Pine Street, Ste. 125 Englewood, FL 34223

ARTICLE VI. Principal Address for the foundation and Office for the Registered Agent

The initial Principal office of the corporation shall be located at 460 S. Indiana Ave., Englewood, Sarasota County, Florida, 34223. The initial Registered Agent of the corporation is Robert A. Dickinson, whose address is 460 S. Indiana Ave., Englewood, FL 34223.

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ARTICLE VII. TRUSTEES

The Powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of Trustees. The number of Trustees of the corporation shall be three (3); provided, however, that the number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The Trustees named herein as the first board of trustees shall hold office until the first meeting of members, to be held on August, 1, 2023, at 2:00 p.m. at 460 S. Indiana Ave., Englewood, FL 34223, at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all subsequent times, shall serve for a term of five (5) years until the next election by members following the election of trustees and until the qualifications of the successors in office. Annual meetings shall be held at 2:00 p.m., on the first Tuesday of January of each year at the principal office of the corporation, or at any other place or places designated by the board of trustees by resolution.

Any action required or permitted to be taken by the board of Trustees under any provisions of law may be taken without a meeting, if all of the members of the board, individually, or collectively, consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law that relates

to action taken in this manner shall state that the action was taken by unanimous written consent of the board of Trustees without a meeting and that the articles of incorporation and bylaws of this corporation authorize the trustees to act in this manner.

This Statement shall be prima facie evidence of the Trustees' authority.

The Name and address of each incorporator are:

NAME:

ADDRESS:

David Orris

Post Office Box 1111
Englewood, FL 34295

Robert A. Dickinson

460 S. Indiana Ave.
Englewood, FL 34223

Alejandra M. Juffee, CPA

900 E. Pine Street, Ste. 125
Englewood, FL 34223

ARTICLE VIII. ELECTION OF OFFICERS:

The board of trustees shall elect the following officers: President, vice president, treasurer and secretary, and any other officers which the bylaws of this corporation authorize the Trustees to elect. Initially, officers shall be elected at the first annual meeting of the board of trustees. Until that election is held, the following persons shall serve as corporate officers:

NAME:

ADDRESS:

David Orris, President

Post Office Box 1111
Englewood, FL 34295

Robert A. Dickinson, Vice President

460 S. Indiana Avenue
Englewood, FL 34223

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REC'D TOLSON
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE
WASHINGTON, D.C. 20535

Alejandra M. Juffee, CPA Treasurer/Secretary

900 Pine Street, Suite 126
Englewood, FL 34223

ARTICLE IX. AMENDMENTS TO BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate actions that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the board of trustees or by following the procedures set forth in the bylaws.

ARTICLE X. CHARITABLE PURPOSE

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever insure to the benefit of any Trustee, Officer or member or to the benefit of any private individual.

ARTICLE XI. ANNUAL DISTRIBUTIONS

The net income of the Charitable Foundation after deducting any operational expenses or reasonable reserve funds is to be paid to the following named beneficiaries on at least an annual basis or at such other intervals as the Trustees may determine in the Trustees' sole discretion, together with such portion of the principal, up to the whole thereof, as the Trustees in their sole discretion may determine.

80% St. Jude's Children's Research Hospital, 262 Danny Thomas
Place, Memphis, TN

20% St. Raphaels Church, 770 Kilbourne Avenue, Englewood, FL 34223

In the event that the foregoing charitable or non-profit beneficiaries shall fail to exist or fail to qualify as a charitable or non-profit entity at the time set for distribution of principal or income, or if such charitable or non-profit beneficiary shall have merged or consolidated

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with another entity or has been re-named, or in the event the named beneficiary is not providing the charitable service or charitable function as existed at the time they were named as a beneficiary, then the Trustees shall determine in the case of a merger, consolidation or change of name whether the new or current charitable or non-profit entity is serving the same charitable function. In such event distribution shall be made to the new or resulting entity as if such entity were originally named as beneficiary. In the event the charitable or non-profit beneficiary shall not be in existence, or for any other reason shall not qualify as a charitable beneficiary for the purpose as when named, then, pursuant to the terms of the cy prey doctrine, the Trustee is authorized and directed to make the distribution to a similar charitable or non-profit entity, selected by the Trustees, which perform the same or similar charitable function as the original beneficiary at the time of execution and to designate such beneficiary as the current beneficiary hereunder without the necessity of seeking Court authority or approval therefor. No beneficiary, or other person, shall have the right to contest such final determination of the Trustees made in good faith.

ARTICLE XII. DISSOLUTION

On the dissolution or winding up of this corporation, its assets remaining after payment, or provisions for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3)) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.

ARTICLE XIII. CHARITABLE EXEMPTIONS

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 un-distributed 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.

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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.

The corporation will not make any investments in such 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.

The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal revenue code.

Anything in these articles of incorporation to the contrary notwithstanding, the purpose of purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for those purpose, the making of distributions to organizations that qualify as tax-exempt organization under the Internal Revenue Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member

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or Trustee of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the Board of Trustees (which shall at the time qualify as a tax--exempt organization under Internal Revenue Code Section 501(c) (3) or as that statute may be amended.

ARTICLE XIV. RIGHTS AND LIABILITIES:

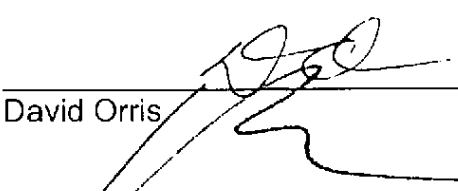
The sole class of members of this corporation shall be its Trustees.

The Members of this corporation shall have no right, title or interest in its income, property, or assets, nor shall any portion of its income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE XV. AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members of their vote. Amendments may be adopted by a vote of at least two thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on this 29th day of February, 2024.



David Orris



Robert A. Dickinson



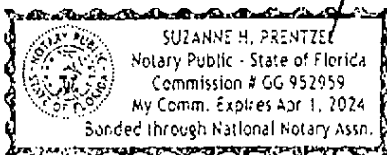
Alejandra M. Juffe

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TALLAHASSEE, FL

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county above-named to take acknowledgments, personally appeared, David Orris, and Robert A. Dickinson, by (✓) physical presence or () online notarization, to me known to be the individual described as the Incorporator and Subscriber, and who executed the foregoing Articles of Incorporation and who acknowledged before me that they subscribed to these Articles of Incorporation and who is personally known to me or has produced _____ as identification.

WITNESS my hand and official seal in the county and state named above this 29th day of February, 2024

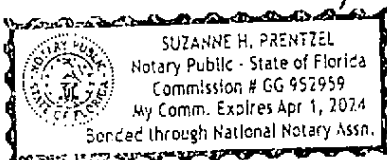


Suzanne H. Prentzel
Notary Public
My Commission Expires:

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the state and county above-named to take acknowledgments, personally appeared, Alejandra M. Juffe, by (✓) physical presence or () online notarization, to me known to be the individual described as the Incorporator and Subscriber, and who executed the foregoing Articles of Incorporation and who acknowledged before me that they subscribed to these Articles of Incorporation and who is personally known to me or has produced _____ as identification.

WITNESS my hand and official seal in the county and state named above this 29th day of February, 2024



Suzanne H. Prentzel
Notary Public
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE

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TALLAHASSEE, FL

FOLLOWING IS SUBMITTED:

**ROBERT B. JOHNSON AND CAROLINE O'CONNELL
CHARITABLE FOUNDATION, INC.**

By: [Signature]
David Orris 2/29/24

By: [Signature]
Robert A. Dickinson 2/29/24

By: [Signature]
Alejandra M. Juffe
Date: 2/29/24

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

[Signature]
Robert A. Dickinson
Date: 2/29/24

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TALLAHASSEE, FL

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