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FLORIDA PROFIT/NON PROFIT CORPORATION

Ron and Lynne DiMenna Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
RON AND LYNNE DIMENNA FOUNDATION, INC.**

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The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the corporation shall be **RON AND LYNNE DIMENNA FOUNDATION, INC.** (the "Corporation").

ARTICLE 2 - PURPOSES

The purposes of the Corporation are to engage in charitable, religious, educational, and scientific activities, within the meaning of Section 501(c)(3) and Section 170 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (the "Code"), together with all other activities permitted by Section 617.01011 et seq. of the Florida Not For Profit Corporation Act which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its officers and employees where necessary to carry out the exempt purposes of the Corporation. Specifically, the primary purposes for which this Corporation is formed are to support one (1) or more organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder, as determined by the Board of Directors, and to include and not be limited to organizations dedicated to ensuring the preservation of surfing, the beaches and the environment, and educating the general public regarding surfing, the beaches and the environment, as well as, beach safety, coastal pollution, and beach ecology, and further to fund and support lifeguards on the beaches, and the development of artificial reefs and other entities, the activities of which are similar to or associated with the Corporation's activities, and which are also exempt under Section 501(c)(3) of the Code and the applicable rules and regulations thereunder.

Further, the Corporation's purposes include, but are not limited to, supporting SURFING'S EVOLUTION & PRESERVATION FOUNDATION, INC. (or its successor), a Florida not for profit corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to assist with funding its activities, programs, and projects aimed at preserving the sport of surfing, including, but not limited to:

1. Funding the proposed Surfing's Evolution & Preservation Experience project and its related exempt activities;
2. Providing funds for the provision of lifeguards or the building of artificial reefs;
3. Providing funds to exempt organizations that house the history and artifacts of surfing or promote the sport through exhibits, lectures, and events; and
4. Supporting programs and events of other exempt organizations that support beaches and oceans and promote education on beach safety, coastal pollution, and beach ecology.

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In general, the Corporation shall do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

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 distributing of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation. The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE 3 - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual or organization.

ARTICLE 4 - MEMBERS

This Corporation shall have no Members.

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ARTICLE 5 - FIRST BOARD OF DIRECTORS

5.1 The number of persons constituting the first Board of Directors shall be three (3); provided, however, that the number of directors may be increased or decreased as provided for in the Corporation's Bylaws, but shall never be less than three (3). The names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are follows:

<u>Name</u>	<u>Address</u>
Ronald E. DiMenna	516 Delannoy Avenue Cocoa, Florida 32922-7814
Lynne Carol Ann DiMenna	516 Delannoy Avenue Cocoa, Florida 32922-7814
Malcolm R. Kirschenbaum	516 Delannoy Avenue Cocoa, Florida 32922-7814

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5.2 The length of terms to be served, qualifications, number of Directors, composition of members of the Board of Directors, and the manner of their election and removal shall be set forth in the Bylaws of this Corporation.

ARTICLE 6 - NAMES OF OFFICERS

The names of the initial officers who are to serve until their successors are duly elected and qualified in accordance with the Bylaws of the Corporation are as follows:

<u>Name</u>	<u>Office</u>
Ronald E. DiMenna	President
Malcolm R. Kirschenbaum	Vice President
Lynne Carol Ann DiMenna	Secretary / Treasurer

The length of terms to be served, qualifications, manner of election and removal of officers shall be set forth in the Bylaws of this Corporation.

ARTICLE 7 - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE 8 - BYLAWS

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors and thereafter may be altered or rescinded by a majority vote of the Board of Directors at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the Bylaws.

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ARTICLE 9 - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 10 - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed by the Board of Directors to any one (1) or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE 11 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be:

516 Delannoy Avenue
Cocoa, Florida 32922-7814

The name of the initial registered agent of this Corporation shall be:


Malcolm R. Kirschenbaum

**ARTICLE 12 - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS**

The principal office and/or mailing address of this Corporation shall be:

516 Delannoy Avenue
Cocoa, Florida 32922-7814

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 15th day of April, 2024.



Ronald E. DiMenna, President

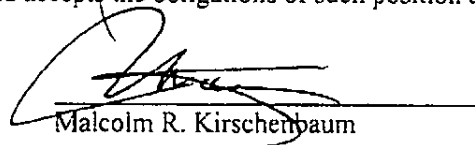
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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.



Malcolm R. Kirschenbaum

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