

N240000007355

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

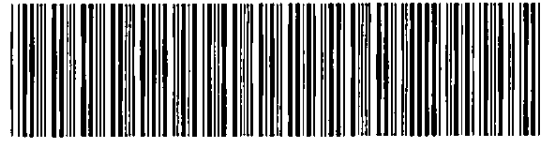
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000429640150

FILED

2024 JUN 13 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

2024 JUN 18 PM 12:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

YMS

CAPITAL CONNECTION, INC.

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

The Graymer Phoenix Foundation, Inc.

Please Debit FCA000000003 For: 70

Thank you Seth Neeley



Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

177 - Pender • Printing • Tallahassee, FL 32301

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 _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

2024 JUN 13 11:34:47

FILED

ARTICLES OF INCORPORATION OF
THE GRAYMER PHOENIX FOUNDATION, INC.

A Florida Corporation Not for Profit

The undersigned incorporator hereby files these Articles of Incorporation to form a perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes, as amended.

ARTICLE I

Name

The name of the Corporation shall be THE GRAYMER PHOENIX FOUNDATION, INC. The street address and the mailing address of the Corporation shall be 320 Sea Oak Drive, Vero Beach, FL 32963.

ARTICLE II

Purposes

(1) The Corporation is formed exclusively for the following general objects or purposes: to operate as a charitable, scientific, and educational organization within the meaning of Sections 501(c)(3), 170(c)(2), 2055(a), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code").

(2) In addition, if the Corporation is subject to Section 4942 of the Code, the Corporation shall make grants to charitable organizations qualified as such under Florida law and Section 501(c)(3) of the Code to the extent necessary for the Corporation to avoid any tax under Section 4942 of the Code.

ARTICLE III

Powers

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its objects and purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

ARTICLE IV

Limitations on Activities

Section 1. The Corporation shall not be conducted or operated for profit, and the foregoing objects, purposes, rights and powers are each and all subject to the limitations that no part of the net earnings of the Corporation shall inure to the benefit of any private individual, that no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or

otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, and that no grant, donation, gift, contribution, scholarship, fellowship or loan shall be made to any organization a substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 2. The foregoing objects, purposes, rights and powers are also subject to the limitations that, if the Corporation is a private foundation, the Corporation shall make distributions at such times, and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Code, shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code.

ARTICLE V Dissolution

In the event of the liquidation or dissolution of the Corporation, the Directors of the Corporation shall have the power to dispose of the total assets of the Corporation in such manner as they may by a majority vote determine; provided, however, that such disposition shall be calculated exclusively to carry out the objects and purposes set forth in Article II above, subject to the limitations contained in Article IV above. In the event of dissolution, all of the remaining assets and property of the Corporation shall after necessary expenses thereof be distributed to such charitable organizations as shall qualify as such under Florida law and Section 501(c)(3) of the Code, as the Directors shall determine.

ARTICLE VI Incorporator

The name and address of the incorporator of the Corporation is:

Elisabeth Stacy Rogers Golding
320 Sea Oak Drive
Vero Beach, FL 32963

ARTICLE VII
Board of Directors

The manner of election of the Directors, their tenure of office and their duties and powers shall, except as otherwise provided in these Articles of Incorporation, be prescribed in the Bylaws, which may also regulate the calling and holding of meetings of the Board.

ARTICLE VIII
Indemnification and Liability

Subject to any mandatory limitations set forth in the Florida Not for Profit Corporation Act, the Corporation shall, to the fullest extent permitted by Sections 607.0850 – 607.0859 of the Florida Statutes, as amended from time to time, indemnify all directors and officers of the Corporation and, in the discretion of the Board, shall provide indemnification to all other persons whom it may indemnify pursuant thereto. A director of the Corporation shall under no circumstances have any personal liability to the Corporation or its members (if any) for monetary damages for breach of fiduciary duty as a director except for those specific breaches and acts or omissions with respect to which applicable law expressly provides that this provision shall not eliminate or limit such personal liability of directors and further provided that no indemnification or payment shall be made which would give rise to a tax under Subchapter A of Chapter 42 of the Code.

ARTICLE IX
Registered Office and Agent

Section 1. The street address of the registered office of the Corporation is 979 Beachland Boulevard, Vero Beach, FL 32963.

Section 2. The name of the registered agent of the Corporation located at the address of the registered office is Jeffrey J. Spina-Jennings.

ARTICLE X
Amendment to Articles of Incorporation

No amendment to these Articles of Incorporation shall be effective unless approved in accordance with the method established by the Bylaws.

In witness whereof, the undersigned has hereunto set her hand and seal this 17th day of June, 2024.

Elisabeth Stacy Rogers Golding

Elisabeth Stacy Rogers Golding, Incorporator

Certificate of Designation
Registered Agent / Registered Office

Pursuant to the provisions of the Florida Statutes, the above-named Corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office / registered agent in the state of Florida.

1. The name of the Corporation is: The Graymer Phoenix Foundation, Inc.
2. The name and street address of the registered agent and office is:
Jeffrey J. Spina-Jennings
Gould Cooksey Fennell
979 Beachland Boulevard
Vero Beach, FL 32963

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Jeffrey J. Spina-Jennings

Jeffrey J. Spina-Jennings, Registered Agent

FILED
JAN 16 2017
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF PALM BEACH, FLORIDA

FILED