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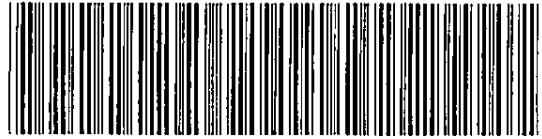
(Business Entity Name)

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CLERK OF STATE
TALLAHASSEE, FL 32306

NS



CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext: x62969

To: Department Of State, Division Of Corporations
From: Amanda Miller
Ext: x62969
Date: 08/14/24
Order #: 1595871-1
Re: CPATH FOUNDATION, INC.
Processing Method: Routine

A handwritten signature in black ink, appearing to read 'Amanda Miller', is written over the 'Re:' line of the header.

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

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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TALLAHASSEE, FL

**ARTICLES OF INCORPORATION
OF
CPATH FOUNDATION, INC.**

In compliance with the requirements of the Florida Not For Profit Corporation Act, the undersigned incorporator hereby acts as the sole incorporator in adopting and filing these Articles of Incorporation of Cpath Foundation, Inc. ("Articles").

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be **Cpath Foundation, Inc.** ("Corporation").

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The Corporation's street and mailing address is 14705 Innerarity Point Road, Pensacola, Florida 32507.

**ARTICLE III
PURPOSES & RESTRICTIONS**

Section 1. Purposes. The purposes for which the Corporation is organized are:

(a) To engage in (1) charitable purposes and activities, and (2) any lawful activity. The Corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under § 501(c)(3) of the Internal Revenue Code as it now exists or as it may hereafter be amended ("Code") and the Treasury Regulations issued thereunder as they now exist or may hereafter be amended ("Regulations"); and

(b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Code § 501(c)(3) and its Regulations.

Section 2. Restrictions. No part of the Corporation's net earnings shall inure to the benefit of any Director (as hereinafter defined), officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes); and no Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on the Corporation's dissolution. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Under no circumstances shall the Corporation make loans to Officers (as hereinafter defined) and Directors.

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JACKSONVILLE, FLORIDA

Section 3. Exempt Purposes Only. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Code § 501(c)(3) and its Regulations, or by an organization to which contributions are deductible under Code § 170(c)(2) and its Regulations.

Section 4. Dissolution. Upon the Corporation's dissolution or the winding up of its affairs, the Corporation's assets shall be distributed as set forth in Article V.

ARTICLE IV POWERS & RESTRICTIONS

Section 1. General and Specific Powers. As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers, in addition to the general powers provided by statute:

(a) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, whether by judicial order or decree or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.

(b) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(c) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

(d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as the Board (as hereinafter defined) shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Code § 501 and its Regulations.

(e) To make payments for the Corporation's purposes herein referred to out of either the principal or the income of the Corporation, and to accumulate income from the property in its possession as such, provided that such accumulations are not unreasonable in amount, duration, use, or investment, to such an extent that such accumulations result in a denial to the Corporation of exemption under Code § 501(c)(3) and its Regulations, or a denial to the Corporation of the benefits of exemption from the payment of income taxes as provided under any applicable laws and statutes of the United States, whether now in effect or hereafter adopted.

(f) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers that are now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the Corporation's purposes, subject to the further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be

exercised as are in furtherance of the Corporation's tax-exempt purposes and as may be exercised by an organization exempt under Code § 501(c)(3) and its Regulations and by an organization to which contributions are deductible under Code § 170(c)(2) and its Regulations.

Section 2. Private Foundation Restrictions.

(a) The Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject the Corporation to tax under Code § 4942 and its Regulations.

(b) As long as the Corporation is a private foundation under Code § 509, the Corporation shall be prohibited from:

- (1) Engaging in any act of self-dealing, as defined in Code § 4941(d);
- (2) Retaining any excess business holdings, as defined in Code § 4943(c);
- (3) Making any investments in any amount in such a manner as to jeopardize the carrying out of any of its exempt purposes and subject the Corporation to tax under Code § 4944; and
- (4) Making any taxable expenditures, as defined in Code § 4945(d).

ARTICLE V
DURATION; DISSOLUTION

The Corporation's duration shall be perpetual. Upon the Corporation's dissolution or the winding up of its affairs, the Corporation's assets shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations that would then qualify under the provisions of Code § 501(c)(3) and its Regulations.

ARTICLE VI
MEMBERS

The Corporation shall not have any members.

ARTICLE VII
BOARD OF DIRECTORS

The Corporation's business, property, and affairs shall be administered by its board of directors ("Board"). The number of members constituting the Board ("Directors") (which may increase from time to time but shall never be less than three (3)), the Director's qualifications, the length of service, the means of their election, and the grounds and procedures for the removal of each shall be provided in the Bylaws.

The Board shall exercise the corporate powers, except as otherwise provided by statute, by these Articles, or by Bylaws hereafter adopted, and any amendments to the foregoing. The number of Directors shall never be less than three (3) and shall be elected for such term and in such manner as the Bylaws shall prescribe. The Corporation may, in its Bylaws, confer powers upon its Board in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute, including, but not limited to, the appointment of officers of the Corporation ("Officers").

ARTICLE VIII
BYLAWS

In furtherance, and not in limitation, of the powers conferred by statute, the Board is expressly authorized to enter into and to make and amend the Bylaws of the Corporation.

ARTICLE IX
AMENDMENT OF ARTICLES

The Corporation reserves the right from time to time to amend, alter, or repeal each and every provision contained in these Articles or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Florida Not For Profit Corporation Act; provided, however, that the sole power to amend these Articles shall rest in the Board.

ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office is 14705 Innerarity Point Road, Pensacola, Florida 32507. The Corporation's initial registered agent at such address is Burnett C. Hornady III.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is Burnett C. Hornady III, 14705 Innerarity Point Road, Pensacola, Florida 32507.

THE UNDERSIGNED, being the sole Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Not For Profit Corporation Act, has executed and submits the foregoing Articles and affirms that the fact stated herein are true. The Incorporator is aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in F.S. § 817.155.

DocuSigned by:
Burnett C. Hornady III
439F8C781B324F8
Burnett C. Hornady III, Incorporator
Date: 8/7/2024

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above Corporation as the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DocuSigned by:
Burnett C. Hornady III
439F8C781B324F8
Burnett C. Hornady III
Date: 8/7/2024