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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Carver Family Foundation, Inc.**

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ARTICLES OF INCORPORATION  
OF THE  
CARVER FAMILY FOUNDATION, INC.

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 I-NAME

The name of the Corporation is the Carver Family Foundation, Inc. (the "Corporation").

ARTICLE II - COMMENCEMENT OF CORPORATION EXISTENCE

The Corporation shall commence its existence as of the date of filing for incorporation with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III-PURPOSES

The Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit. More specifically, the Corporation shall carry out the following purposes:

- (A) To provide funding to charitable organizations that focus charitable efforts on encouraging education, sports, art, and entrepreneurial activities in underserved communities.
- (B) To conduct any and all lawful affairs in furtherance of the foregoing purpose as are lawful and proper to corporations formed under the Florida Not For Profit Corporation Act and exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, provided, however, that nothing in these Articles shall be construed as allowing any activities that would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Code and its regulations as they now exist or may be later amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV-GENERAL POWERS

The Corporation incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.0302 of the Florida Statutes. The Corporation's activities are limited by any and all restrictions that are required to obtain tax exempt status under Section 501(c)(3) of the Code. No substantial part of the assets or the net earnings of the Corporation shall inure to the benefit of, nor be distributed to, any officer or director of the

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Corporation, or to any other private person, in such a fashion as to constitute an application of funds not within the purpose of a charitable organization as described in Section 501(c)(3) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered to the Corporation shall not be deemed to be in a distribution of earnings or assets.

#### ARTICLE V-MEMBERS

The Corporation shall not have members.

#### ARTICLE VI-INITIAL OFFICERS AND/OR DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time as set forth in the Bylaws of the Corporation, but shall never be less than three. The manner of election of members of the Board of Directors shall be as set forth in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as the initial members of the Board of Directors and officers are as follows:

<u>Name</u>	<u>Position &amp; Address</u>
Timothy J. Carver	Director, President, and Treasurer 1425 Brickell Avenue, Unit 59ED, Miami, FL 33131
Declan "Zoe" Lee Carver	Co-Vice President and Secretary 1425 Brickell Avenue, Unit 59ED, Miami, FL 33131
Gray Carver f/k/a Megan Elizabeth Carver	Co-Vice President and Secretary 1425 Brickell Avenue, Unit 59ED, Miami, FL 33131

#### ARTICLE VII-BYLAWS

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

#### ARTICLE VIII-LIMITATIONS

No part of the net earnings of the Corporation or distribution of assets shall inure to the benefit of its directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of any of its charitable purposes. No part of the activities of the Corporation shall be

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the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (b) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distribution of statement) any political campaign on behalf of or in opposition of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future federal tax laws), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future federal tax laws).

Notwithstanding any other provision of these Articles, 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 Code (or the corresponding provision of any future federal tax laws); the Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code (or the corresponding provision of any future federal tax laws). The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code (or the corresponding provision of any future federal tax laws); the Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Code, or the corresponding section of any future federal tax code; and the Corporation will not make any taxable expenditures as defined in section 4945 of the Code (or the corresponding provision of any future federal tax laws).

#### ARTICLE IX-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 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 Code (or the corresponding provision of any future federal tax laws), as selected by the Board of Directors. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively, as said court shall determine, for such purposes or to such organization or organizations which are organized and operated exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Code, or the corresponding provisions in any future tax code.

#### ARTICLE X-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1425 Brickell Avenue, Unit 59ED, Miami, FL 33131.

The name of the initial registered agent of the Corporation is Timothy J. Carver, at that address.

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ARTICLE XI-CORPORATION'S PRINCIPAL OFFICE AND  
MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is c/o Timothy J. Carver, 1425 Brickell Avenue, Unit 59ED, Miami, FL 33131.

ARTICLE XII-INCORPORATOR

The names and street address of the incorporator signing these Articles is as follows:

Timothy J. Carver  
1425 Brickell Avenue, Unit 59ED  
Miami, FL 33131

*[Signature Page to Follow]*

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
and set his hand this \_\_\_\_ day of 11/19/2024 | 4:32:43 PM EST, 2024.

Timothy J. Carver  
Timothy J. Carver

*[Signature Page to Articles of Incorporation of the Carver Family Foundation]*

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of the Carver Family Foundation Inc., I hereby accept and agree to act in this capacity.

Dated 11/19/2024 | 4:32:43 PM EST, 2024.

Timothy J. Carver  
Timothy J. Carver

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