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## FLORIDA PROFIT/NON PROFIT CORPORATION

Woodfield Community Foundation, Inc.

Certificate of Status	0
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## **Articles of Incorporation**

### **Woodfield Community Foundation, Inc.**

### **A Non-Profit Corporation**

I, the undersigned Incorporator, a natural person age 18 years or older, hereby adopt this Articles of Incorporation to form a nonprofit corporation under the Florida Not For Profit Corporation Act.

#### **Article One**

#### **Name**

The name of the nonprofit corporation is **WOODFIELD COMMUNITY FOUNDATION, INC.**

#### **Article Two**

#### **Registered Agent and Office**

The name of the initial registered agent and registered office in the State of Florida are:

**EBEN MOLLOY**  
3650 Club Place  
Boca Raton, Florida 33496

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#### **Article Three**

#### **Name and Address of the Incorporator**

The name and residence of the Incorporator is:

Name:

**DAVID BOWERS**

Address:

505 South Flagler Drive  
Suite 1100  
West Palm Beach, FL 33401

## **Article Four Principal Office Address**

The place in this state where the principal office of the nonprofit corporation is to be located is:

3650 Club Place  
Boca Raton, Florida 33496

## **Article Five Duration**

The nonprofit corporation's duration is perpetual unless dissolved pursuant to law.

## **Article Six Purposes**

The nonprofit corporation is organized and will be operated exclusively for general religious, charitable, scientific, literary, and educational purposes as set forth in Internal Revenue Code Section 501(c)(3) including, for these purposes, making distributions to organizations that qualify as exempt organizations under Internal Revenue Code Section 501(c)(3).

## **Article Seven Dissolution**

When the nonprofit corporation dissolves, the Board of Directors will, after paying or making provision for the payment of all liabilities of the corporation, distribute all corporation assets to one or more organizations organized and operated exclusively for religious, charitable, scientific, literary, and educational purposes that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(3).

If any assets are not distributed under the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the corporation is then located, will dispose of those assets exclusively for religious, charitable, scientific, literary, and educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(3), as the court determines.

## Article Eight Restrictions

**Section 8.01. Limitations.** No part of the net earnings or assets of the nonprofit corporation will inure to the benefit of, or be distributable to, its directors, officers or any other private persons. But the nonprofit corporation may pay reasonable compensation for services provided and make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

No part of the activities of the nonprofit corporation may include propagandizing or influencing legislation as defined in Internal Revenue Code Section 4945. The nonprofit corporation may not participate in, or intervene in (including the publishing or distributions of statements), any political campaign on behalf of any candidate for public office.

The nonprofit corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation:

as a corporation exempt from federal tax under Internal Revenue Code Section 501(c)(3);

as a corporation contributions to which are deductible under Internal Revenue Code Section 170(c)(2); or

as a nonprofit corporation organized under the laws of State of Florida.

**Section 8.02. Restrictions if the Corporation is or Becomes a Private Foundation.** The nonprofit corporation must distribute its income for each tax year at a time and in a manner to avoid the tax on undistributed income imposed by Internal Revenue Code Section 4942. Furthermore, the nonprofit corporation must not:

engage in any act of self-dealing as defined under Internal Revenue Code Section 4941(d);

retain any excess business holdings as defined under Internal Revenue Code Section 4943(c);

make any investments in a manner that would subject it to tax under Internal Revenue Code Section 4944; or

make any taxable expenditures as defined under Internal Revenue Code Section 4945(d).

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## Article Nine Board of Directors

The nonprofit corporation is organized on a non-stock basis and will have no members. The Board of Directors will have authority for all affairs of the nonprofit corporation and may exercise all powers of the nonprofit corporation as permitted by federal law, state law, and the Articles of Incorporation and By-Laws of the nonprofit corporation as in effect from time to time.

The number of directors to constitute the first Board of Directors is three. After this initial Board of Directors is organized, it may change the number of directors in the manner provided in the By-Laws and consistent with the laws of the State of Florida.

The initial members of the Board of Directors are:

**AMANDA RATUSHNY**

c/o The Country Club at Woodfield, Inc.  
3650 Club Place  
Boca Raton, Florida 33496

**LONNY UNGER**

c/o The Country Club at Woodfield, Inc.  
3650 Club Place  
Boca Raton, Florida 33496

**DAVID LANGSAM**

c/o The Country Club at Woodfield, Inc.  
3650 Club Place  
Boca Raton, Florida 33496

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## Article Ten By-Laws

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors may adopt, amend, and repeal from time to time, the By-Laws of the nonprofit corporation.

## Article Eleven Amendments

The nonprofit corporation may amend the Articles of Incorporation in the manner provided by the laws of the State of Florida. But no amendment may authorize the Board of

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Directors to conduct the affairs of the nonprofit corporation in any manner or for any purpose contrary to the provisions of Internal Revenue Code Section 501(c)(3).

## Article Twelve Miscellaneous

All general or specific references to the Internal Revenue Code are to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future federal revenue law. Similarly, any general or specific references to the laws of the State of Florida are to the laws of the State of Florida as now in force or later amended.

IN WITNESS WHEREOF, the Articles of Incorporation are signed on January 15, 2025.

  
\_\_\_\_\_  
DAVID E. BOWERS

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

WOODFIELD COMMUNITY FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at 3650 Club Place, Boca Raton, Florida 33496, appoints **EBEN MOLLOY**, c/o The Country Club at Woodfield, Inc., 3650 Club Place, Boca Raton, Florida 33496 as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

**REGISTERED AGENT:**

  
EBEN MOLLOY

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