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**FLORIDA PROFIT/NON PROFIT CORPORATION
THE DEBARY FOUNDATION, INC.**

Certificate of Status	0
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Page Count	06
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
THE DEBARY FOUNDATION, INC.

FILED
2025 JUN 26 AM 9:25
CLERK OF DISTRICT COURT
STATE OF FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be The DeBary Foundation, Inc.

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation is 16 Columba Rd., DeBary, FL 32713, and the mailing address of the corporation is 16 Columba Rd., DeBary, FL 32713.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the preceding sentence and permissible under Florida law, the corporation shall improve the community of the City of DeBary, Florida, by erecting and/or maintaining public buildings, monuments or works and shall lessen the burdens of government by providing and/or supporting improvements to the

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community of the City of DeBary, Florida, for the benefit of the general public, thereby promoting social welfare for the general public.

A. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Code Section 509(a), the following provisions shall apply for so long as it remains a private foundation: (a) the corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (b) the corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the

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tax on undistributed income imposed by Section 4942 of the Code; (c) the corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code; (d) the corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and (e) the corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - NO MEMBERS

The corporation shall have no members. The management of the affairs of the corporation shall be vested in its Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the corporation shall be managed under the direction of, the corporation's Board of Directors. The Board of Directors of the corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons. The names addresses of the individuals who are to serve as the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
James W. Old	16 Columba Rd. DeBary, FL 32713
Richard Coloni	16 Columba Rd. DeBary, FL 32713
Michael Newman	16 Columba Rd. DeBary, FL 32713
Patricia D'Alessandro	16 Columba Rd. DeBary, FL 32713

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Kathleen DeBisschop 16 Columba Rd.
DeBary, FL 32713

Anthony Gilotti 16 Columba Rd.
DeBary, FL 32713

Paul Benfield 16 Columba Rd.
DeBary, FL 32713

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 101 Philippe Court, DeBary, FL 32713, and the name of the initial registered agent of the corporation at that address is Paul Benfield. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Carmen Rosamonda	16 Columba Rd. DeBary, FL 32713

ARTICLE VIII - TERM OF EXISTENCE

The corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law.

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, after the payment or provision for the payment of all of the liabilities of the corporation, all of the assets of this corporation shall be distributed

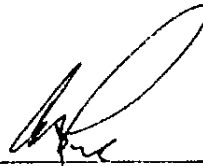
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for the corporation's Section 501(c)(3) tax-exempt purposes (as set forth in Article III, above) to a Section 501(c)(3) organization that operates for the benefit of the City of DeBary, Florida, with the approval of the DeBary City Council. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of two-thirds of the full Board of Directors of the corporation at any regular or special meeting of the Board of Directors called for such purpose; provided, that any such amendment must be approved by the DeBary City Council.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation this 24th day of June, 2025.



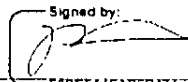
Carmen Rosamontla, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in the foregoing Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signed by: 

Paul Benfield
F005A1FAB5B474

Date: June ²⁴____, 2025