

# N95000000981

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(1938-1988)

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OF COUNSEL

\*BOARD CERTIFIED  
CIVIL TRIAL LAWYER

February 24, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

800001416448  
-02/27/95--01084--020  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Bon Eau Foundation, Inc.

Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees.

Filing fee	\$ 35.00
Certified copy	52.50
Registered agent fee	35.00
Total	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

EFFECTIVE DATE

FEB 17 1995

Very truly yours,

GARY W. PEAL

GWP/jel  
Enclosures

cc: Mr. Randall A. Bono

RECEIVED  
FEB 27 PM 2:50

# DIR.

# EFFECTIVE DATE

FEB 17 1995

## ARTICLES OF INCORPORATION

OF

BON EAU FOUNDATION, INC.

65 FEB 27 PM 2:50

These Articles of Incorporation are signed by the incorporator for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

### ARTICLE 1 - NAME

The name of this Corporation is BON EAU FOUNDATION, INC.

### ARTICLE 2 - PURPOSE

The purpose of the corporation is to receive and accept property to be administered exclusively for the following purposes:

To administer for charitable, religious, literary, scientific and educational purposes as set forth in Internal Revenue Code Section 501(c)(3) any property donated to the corporation and to benefit, support and make distributions to qualified 501(c)(3) organizations, with special emphasis on such entities that benefit and support the performing and visual arts.

### ARTICLE 3 - MEMBERSHIP

The initial member of the corporation is RANDALL A. BONO. RANDALL A. BONO shall continue as the sole member until such time as he is unwilling or unable to serve as a member of the corporation, at which time the members of the Board of Directors shall be deemed the members of the corporation. From that point forward, the only members of the corporation shall be the

actively serving directors of the corporation.

#### ARTICLE 4 - TERM

The corporation shall commence upon the date of signing of these Articles and shall have perpetual existence.

#### ARTICLE 5 - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of no less than three and no more than twenty. The board of directors shall be elected by the members of the corporation at their annual meeting pursuant to guidelines established by the bylaws. The board of directors shall have the requisite power and authority, which is customarily vested in corporate directors over the business and affairs of the corporation.

#### ARTICLE 6 - REGISTERED OFFICE AND AGENT

The registered office for this corporation shall be 1516 South Bay Drive, Osprey, Florida 34229. The registered agent shall be RANDALL A. BONO.

#### ARTICLE 7 - COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article two hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c) (3) of the Internal Revenue Code.

The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions 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 Section 501(c)(3) of the Internal Revenue Code of 1986; or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

This Corporation is expressly subject to the provisions of Fla. Stat. 617.0835 dealing with prohibited activities by private foundations.

#### ARTICLE 8 - INCORPORATOR

The name and address of the incorporator are as follows:

Randall A. Bono  
1516 South Bay Drive  
Osprey, Florida 34229

#### ARTICLE 9 - OFFICERS

The board of directors shall be governed by a president, vice president, secretary, treasurer and any other officers which may be established by the bylaws of the corporation. The officers will be elected by the directors at the annual meeting in accordance with the bylaws.

#### ARTICLE 10 - INITIAL BOARD OF DIRECTORS

The first board of directors will consist of three persons and they will serve until their successors are appointed. The

names and addresses of the initial board of directors shall be:

<u>Name</u>	<u>Address</u>
Randall A. Bono	1516 South Bay Drive Osprey, Florida 34229
Jo Ann Bono	1516 South Bay Drive Osprey, Florida 34229
B. Charles Bono	1330 Dietrich Oaks Manchester, Missouri 63021

#### ARTICLE 11 - BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

#### ARTICLE 12 - AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended from time to time by a resolution adopted by two-third of the voting power of the board of directors; provided however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity prohibited in article seven.

#### ARTICLE 13 - DISSOLUTION

Upon the dissolution of the corporation the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as exempt under Section 501(c)(3) and as other than a private foundation

under Section 509(a) of the Internal Revenue Code of 1986 as the board of directors shall determine. Any assets not so disposed of shall be disposed of by the court which has general jurisdiction for the county in which the principal office of the corporation shall then be located, exclusively for such charitable purposes or to such charitable organization or organizations described in Section 501(c)(3) as the court shall select.

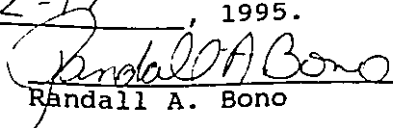
#### ARTICLE 14 - DEFINITIONS

For purposes of these articles, "charitable purposes" includes educational, religious, scientific, public and other purposes contributions for which are deductible under Section 170(c)(1) and (2)(B) of the Internal Revenue Code of 1986 and "qualified charitable organization" means an organization which is described in Section 170(c)(1) or (2) of the Code. Any reference in these articles to a section of the Internal Revenue Code of 198 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

#### ARTICLE 15 - MAILING ADDRESS

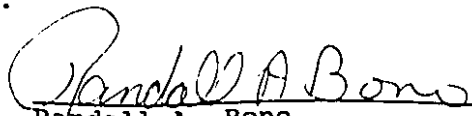
The initial mailing address for the corporation is 1516 South Bay Drive, Osprey, Florida 34229.

IN WITNESS WHEREOF, the incorporator has signed these articles of incorporation on 2-13, 1995.

  
Randall A. Bono

Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.

  
\_\_\_\_\_  
Randall A. Bono  
Registered Agent

57 FEB 27 PM 2:50