

N96000000038

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December 18, 1995

MAILING ADDRESS
POST OFFICE BOX 1860
STUART, FLORIDA 34995

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

EFFECTIVE DATE

12-18-95

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 DEC 19 AM 9:12

FILED

Re: THE DAVID H. LEWIS CHARITABLE FOUNDATION, INC.

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation of this proposed not-for-profit corporation. The duplicate copy of the Articles of Incorporation has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return the same to me.

I am also enclosing herewith a duly executed Designation of Resident Agent.

A check in the amount of \$122.50 is also enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Articles of Incorporation, and the \$35.00 fee for the Designation of Resident Agent.

If you have any question concerning the enclosed documents or the enclosed check, please do not hesitate to call me.

Yours truly,

Carl F. Ellwanger
Carl F. Ellwanger

CFE/OK
Enclosure

300001665583
-12/19/95--01083--008
****122.50 ****122.50

*Phyllis, Secy.
gave auth to add the
Principal 1/3/96*

*Dmc
12/27/95*

ARTICLES OF INCORPORATION
OF
THE DAVID H. LEWIS CHARITABLE FOUNDATION, INC.

FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I
Name

EFFECTIVE DATE
12-18-95

The name of this corporation shall be THE DAVID H. LEWIS CHARITABLE FOUNDATION, INC.

ARTICLE II
Purposes & Powers

Section 1. Purposes

(a) The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") (or the corresponding provision of any future United States Internal Revenue Law).

Section 2. Powers

(a) The Corporation's purposes as herein stated shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of §501(c)(3) of the Code. To this end the Corporation shall have the following powers:

(i) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.

(ii) To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(iii) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing.

(iv) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(b) Notwithstanding any powers granted to this Corporation by its charter, by-laws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(i) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no member, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

(ii) No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.

(iii) The Corporation shall not participate in 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.

(iv) Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under §501(c)(3) of the Code or by an organization, contributions to which are deductible under §170(c)(2) or 2055(a) of the Code.

(v) Upon the dissolution of the corporation, the Board of Directors of the corporation shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to one or more organizations which themselves are exempt as organizations described in §§501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code or to the federal, state or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to such organization or organizations organized and

operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE III

If the Corporation is a Private Foundation within the meaning of §509 of the Code, and is not an Operating Foundation as defined by §4942(j)(3) of the Code, then the provisions of this Article III shall apply.

(a) The corporation shall distribute its income for each year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4962 of the Code, or corresponding provisions of any later federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined in §4941(d) of the Code, or corresponding provisions of any later federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in §4943(c) of the Code, or corresponding provisions of any later federal tax laws.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in §4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE IV Members

The sole class of members of the Corporation shall be its Board of Directors and the number of members shall be the number of Directors constituting the Board of Directors. A Director shall be admitted to the membership of the Corporation upon taking office as a Director.

ARTICLE V Commencement and Term of Corporate Existence

This Corporation shall commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation, and shall exist perpetually thereafter unless dissolved according to law.

ARTICLE VI
Registered Office and Agent

(a) The street address of the registered office of this Corporation is 3472 NE Causeway #202, Jensen Beach, Florida 34957. The principal office shall have the same address.

(b) The name of the registered agent of this Corporation located at the address of the registered office is ELIZABETH J. LEWIS.

ARTICLE VII
Subscriber

The Subscriber shall not be eligible to become or be a member, officer or a member of the Board of Directors of this Corporation. Moreover, he shall not have any right to participate in the decisions of the officers and Board of Directors in any manner whatsoever.

The name and address of the subscriber to these Articles of Incorporation is as follows:

DAVID H. LEWIS
3472 NE Causeway #202
Jensen Beach, FL 34957

ARTICLE VIII
Officers

(a) The Corporation shall have a President and a Secretary and it may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, a Vice-Chairman of the Board of Directors, a Treasurer and an Assistant Secretary. A person may hold more than one office, except that the President may not also be the Secretary or Assistant Secretary.

(b) Officers shall be elected, removed and hold office as provided in the By-Laws.

(c) The names of the officers who shall hold office until the first meeting of the Board of Directors, and thereafter until successors are elected, are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Elizabeth J. Lewis	3472 NE Causeway #202 Jensen Beach, FL 34957
Secretary	Robert K. Smith	24803 Detroit Road Westlake, Ohio 44145

ARTICLE IX
Board of Directors

(a) The affairs and business of the Corporation shall be conducted by a Board of Directors consisting of not less than three persons. The members of the Board shall be elected annually by the existing Directors.

(b) The first Board of Directors and their addresses shall be:

<u>Name</u>	<u>Address</u>
Elizabeth J. Lewis	3472 NE Causeway #202 Jensen Beach, FL 34957
Robert K. Smith	24803 Detroit Road Westlake, Ohio 44145
Carl F. Ellwanger	306 N. Florida Avenue Stuart, FL 34994

(c) In the event of a vacancy on the Board of Directors by reason of death, resignation, or removal, the replacement Director(s) will be elected in accordance with the By-Laws.

ARTICLE X
Bylaws

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, or repealed by the Directors in any manner permitted by the By-Laws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended by the Members provided that any amendment will not adversely affect the status of the Corporation as an organization qualifying under §501(c)(3) of the Code.

ARTICLE XII
Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(i) Whether civil, criminal, administrative, or

investigative, other than one by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or officer of the Corporation, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(ii) By or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or officer of the Corporation, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

(b) The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the

Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

(c) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 18th day of December, 1995.

David H. Lewis
Incorporator

STATE OF FLORIDA)
 : ss.
COUNTY OF MARTIN)

I HEREBY CERTIFY that on this day personally appeared DAVID H. LEWIS, before me, the undersigned authority, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, on this 18th day of December, 1995.

Carl F. Ellwanger
Carl F. Ellwanger



CARL F. ELLWANGER
MY COMMISSION # 00378778 EXPIRES
JUNE 21, 1998
BONDED THRU TROY PAUL INSURANCE, INC.

DEC 19 AM 9:12

MAINE BRIDGES STATE
TALLAHASSEE, FLORIDA

First--That THE DAVID H. LEWIS CHARITABLE FOUNDATION, INC.

_____, State of **Florida**, has named

3472 NE Causeway #202, Jensen Beach, FL 34957

City of Jensen Beach, County of Martin

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

BY :

(Resident Agent)

Elizabeth J. Lewis