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C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone

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CORPORATION(S) NAME

Cunningham Foundation, Inc.

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- ☒ Profit Articles
☐ NonProfit ☐ Amendment ☐ Merger
☐ Limited Liability Company ☐ Dissolution/Withdrawal ☐ Mark
☐ Foreign ☐ Limited Partnership ☐ Annual Report ☐ Other
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FLORIDA DEPARTMENT OF STATE
ARTICLES OF INCORPORATION
FOR FLORIDA NONPROFIT CORPORATION

This certifies that the undersigned incorporator is more than 18 years of age and, desiring to organize a corporation under the Florida Not For Profit Corporation Act, hereby states that:

1. The corporate name that satisfies the requirements of section 617.0401 is Cunningham Foundation, Inc.

2. The purposes for which the corporation is organized are:

To operate exclusively for charitable, educational, religious and scientific purposes as referred to in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any prior or future law), including but not limited to, the financial support of entities or organizations which are then organized and operated exclusively for tax exempt purposes within the meaning of the Internal Revenue Code.

3. The address of the principal office and mailing address of the corporation is Unit 9S, 19950 Beach Road, Jupiter Island, Florida 33469.

4. The street address of the initial registered office of the corporation is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

5. This corporation is organized upon a non-stock basis.

6. The manner in which directors are to be appointed is stated in the bylaws of the corporation.

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TALLAHASSEE

7. The number of directors constituting the initial board of directors is four (4), and the names and addresses of the persons who are initially to serve are:

- (a) William J. Cunningham
Unit 9S
19950 Beach Road
Jupiter Island, FL 33469
- (b) Sondra Childress Cunningham
Unit 9S
19950 Beach Road
Jupiter Island, FL 33469
- (c) Heather C. Reppert
c/o William Cunningham
1325 Club House Road
Gladwyne, PA 19035
- (d) Stephanie Paige Cunningham
465 Columbus Avenue
New York, NY

8. The corporation shall have no members.

9. In the event of termination, dissolution, or winding up of the corporation in any manner or for any reason whatsoever, the directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the remaining assets of the corporation to an entity or organization which is then exempt as an organization described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding provisions of any prior or future law, or to more than one such exempt entity or organization or to the State of Florida or any governmental subdivision thereof exclusively for public purposes all as shall be determined by the board of directors or, in default of such determination, to the State of Florida exclusively for public purposes.

10. Provisions for regulation of the internal affairs of the corporation are:

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as may be required so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent 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 Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

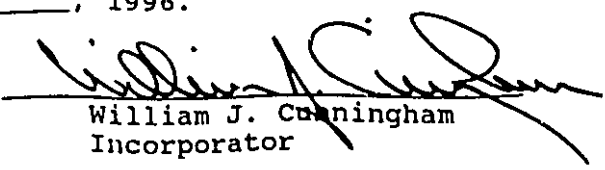
(f) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any director or officer of the corporation, or any other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in these Articles of Incorporation.

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

(h) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation organized and operated exclusively for exempt purposes within the meaning of the Internal Revenue Code.

11. The name and address of the incorporator is William J. Cunningham, Unit 9S, 19950 Beach Road, Jupiter Island, Florida 33469.

The undersigned has executed these Articles of Incorporation this NOV day of 26, 1996.


William J. Cunningham
Incorporator

Having been named as registered agent and to receive service of process for the above stated corporation at the place designated in these provisions, C T Corporation System hereby accepts the appointment as registered agent and agrees to act in this capacity. C T Corporation System further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

C T Corporation System

Dated: December 2, 1996

BY: 

Name: Domenic A. Borriello

Title: Assistant Secretary

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