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12-17-96

Requestor's Name  
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VALIDATION ONLY

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CORPORATION(S) NAME

The Suzanne E. Rice Foundation, Inc.

RECEIVED  
DEC 19 11:20  
FBI - TAMPA

FILED  
96 DEC 18 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

☒ Profit  
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
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Examiner
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Verifier
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W.P. Verifier

CR2E031 (R8-85)

Empire Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION**  
**FOR**  
**THE SUZANNE E. RICE FOUNDATION, INC.**

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FILED  
96 DEC 18 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

**Article One**

*Name*

The name of the corporation shall be THE SUZANNE E. RICE FOUNDATION, INC.

**Article Two**

*Principal Place of Business and Mailing Address*

The principal place of business shall be in Palm Beach County, Florida, and the mailing address of this corporation is: 6161 N. Ocean Boulevard, Ocean Ridge, Florida 33435.

**Article Three**

*Purpose: Scope and Limitations*

(a) This corporation is organized exclusively for charitable, religious, scientific and/or educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of the United States, or the corresponding section of any future federal code.

(b) No part of the earnings of this corporation shall inure to the benefit of, or be distributable to the members, trustees, officers, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and to make payments and distributions in furtherance of the purposes set forth in Article Three (a) hereof. 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of the United States or of the corresponding section of any future federal code; or (2) by a corporation, contribu-

tions to which are deductible under sections 170(c)(2) of the Internal Revenue Code of the United States or the corresponding section of any future federal code.

(c) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of the United States or the corresponding section of any future federal code, or shall be distributed to the federal or a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said court shall determine, which are organized and operated exclusively for such purposes

#### **Article Four**

##### *Directors and Election of Directors*

There shall be no less than three (3) and no more than fifteen (15) directors of this corporation. The manner of their election shall be set forth in the Bylaws.

The name and addresses of the initial Board of Directors for this corporation, who shall hold office for three (3) years or otherwise until successors are chosen, are:

Suzanne E. Rice	-	6161 N. Ocean Boulevard, Ocean Ridge, FL 33435
Elke Falkenberg	-	6161 N. Ocean Boulevard, Ocean Ridge, FL 33435
Kathryn M. Jakabcin	-	7160 N.W. Fourth Avenue, Boca Raton, FL 33487

#### **Article Five**

##### *Organization of the Corporation and Powers of Directors*

(a) This corporation is organized under the Florida laws of not-for-profit corporations; there shall be no shareholders nor members of this corporation, all power and authority being vested solely in the Board of Directors, such power and authority limited only by federal and state law, these Articles and the bylaws of this corporation.

#### **Article Six**

##### *Additional Requirements, Restrictions and Prohibitions*

(a) This corporation shall not engage in any: (i) sale or exchange, or leasing of property; (ii) lending of money or other extensions of credit; (iii) furnishing of goods, services, or facilities; (iv) payments of compensation or expenses; (v) transfer to or use by or for the benefit of any disqualified person, as such is defined in the Internal Revenue Code §4941, of the corporation's income or assets nor shall the corporation make any payments to government officials, as such are defined in Internal Revenue Code §4946(c). In no case shall the corporation otherwise engage in "self-dealing" as such

is defined in Internal Revenue Code §4941(d)(1).

(b) This corporation shall fully distribute its distributable amount, as such is defined in Internal Revenue Code §4942(d) and shall otherwise make such distributions so as to avoid taxation on ... distributed income imposed under the Internal Revenue Code §4942 *et seq.*

(c) The corporation shall promptly dispose of any excess business holdings, as such are defined in the Internal Revenue Code §4943 *et seq.*, or make such adjustments or arrangements so as to avoid the federal excise tax on such holdings.

(d) The corporation shall make no investments of any amount in such a manner as to jeopardize the carrying out of its charitable purposes nor otherwise make any investments such as to incur liability for the excise tax imposed on jeopardizing investments under the Internal Revenue Code §4944 *et seq.*

#### **Article Seven**

##### *Indemnification of Directors, Officers, Agents*

The corporation shall indemnify, to the fullest extent allowable under law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed legal or equitable action whether civil, criminal or administrative in nature and in any jurisdiction where that person is a party or is threatened to be made a party by reason of his or her past or present position with the corporation as director, officer, agent or employee except that the corporation shall not be permitted to indemnify any person if he or she: (i) shall not have acted in good faith; (ii) shall have derived an improper benefit; (iii) has been assessed liable, individually, and as a result of his or her position, for any excise tax imposed under the Internal Revenue Code.

#### **Article Eight**

##### *Interpretation of References*

Any reference herein to any statute, law, ordinance, regulation or section thereof shall be deemed to be to such statute, law, ordinance, regulation or section in effect on the date of the execution of these articles, unless specific reference is made to later successions or amendments.

#### **Article Nine**

##### *Initial Registered Agent and Street Address*

The name and street address of the initial registered agent for the corporation is:

Kathryn M. Jakabcin, Esq., Suite 104, 1325 S. Congress Avenue, Boynton Beach, FL 33426

**Article Ten**  
*Incorporators*

The name and street address of the incorporator for these Articles of Incorporation is:  
Suzanne E. Rice, 6161 N. Ocean Boulevard, Ocean Ridge, FL 33435.

**WHEREFORE**, in witness whereof, I, the incorporator of The Suzanne E. Rice Foundation, Inc. have executed, and do verify the facts set forth herein, and hereby intend and do file these Articles of Incorporation this 13<sup>th</sup> day of December, 1996.

  
Suzanne E. Rice, Incorporator

CERTIFICATE OF DESIGNATION  
of  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
96 DEC 19 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

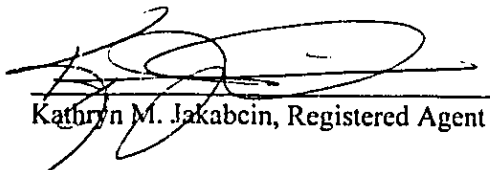
Pursuant to the provisions of Sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is: THE SUZANNE E. RICE FOUNDATION, INC.
2. The name and address of the registered agent and office is:

Kathryn M. Jakabcin, Esq.  
Mathews & Jakabcin  
1325 S. Congress Avenue, Ste. 104  
Boynton Beach, FL 33426

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Kathryn M. Jakabcin, Registered Agent

12-13-96  
Date of Signing