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CORPORATION(S) NAME

The Colleen A. Griffin Charitable Foundation, Inc

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SECRETARY OF STATE
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DIVISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF

THE COLLEEN A. GRIFFIN CHARITABLE FOUNDATION, INC.

(Under § 617.0202 of the Florida Not For Profit Corporation Act)

THE UNDERSIGNED, a natural person of the age of eighteen years or over, for the purpose of forming a corporation pursuant to § 617.0202 of the Florida Not For Profit Corporation Act does hereby certify as follows:

FIRST: The name of the corporation is The Colleen A. Griffin Charitable Foundation, Inc. (the "Corporation").

SECOND: The principal office and mailing address of the Corporation is 3905 Avenida Madera, Bradenton, FL 34210.

THIRD: The purpose for which the Corporation is formed is to conduct activities, which are exclusively charitable, scientific, educational and cultural within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law), including the making of contributions to other organizations that are exempt from tax under Section 501(c)(3) of the Internal Revenue Code.

FOURTH: The Corporation has no members.

FIFTH: The Corporation shall have the following powers, in furtherance of its corporate purposes, to the extent

they may lawfully be exercised by a corporation organized under the Florida Not For Profit Corporation Act:

(1) All of the general powers enumerated in § 617.0302 of the Florida Not For Profit Corporation Act, and all other powers now or hereafter conferred by the laws of the State of Florida, the United States of America, or any other jurisdiction;

(2) All powers necessary, incidental or conducive to the fulfillment of the purposes specified or implicit in Article THIRD; and

(3) The following additional and independent powers:

(a) To assist and promote, directly or indirectly, the purposes of certain charitable, scientific, educational and cultural organizations formed under the Florida Not For Profit Corporation Act or otherwise, and to convey, transfer or assign from time to time any part of its assets to these charitable, scientific, educational and cultural organizations, subject to the limitations set forth in paragraph THIRTEENTH hereof; and

(b) To purchase, lease, acquire, hold, own, administer, mortgage or encumber, sell or dispose of property, whether real or personal, tangible or intangible, wherever located or any share or interest in such property, and to invest, reinvest and deal with the same;

all subject to the limitation and condition that, notwithstanding any other provision of this Article FIFTH, the Corporation shall

not have the power to carry on any activity not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

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

SEVENTH: The Corporation is organized under a non-stock basis.

EIGHTH: The manner in which the directors are to be elected is stated in the By-Laws of the Corporation.

NINTH: The Corporation shall not receive gifts, contributions or grants of money or property which result in special benefit to the donor, or are subject to restrictions detrimental to the general welfare of the public at large.

TENTH: The Corporation is not formed for pecuniary profit or for financial gain, and no part of the assets, income or profit of the Corporation shall be distributed to, or inure to the benefit of, any trustee, director or officer of the Corporation or any private individual. However, reasonable compensation may be paid for services rendered on behalf of the Corporation in furtherance of one or more of its corporate purposes.

ELEVENTH: In any taxable year in which the Corporation is a private foundation as described in Section 509 of the Internal Revenue Code, the Corporation shall:

(1) Be authorized to distribute such amounts for such taxable year at such time and in such manner as not to subject the Corporation to tax on undistributed income under Section 4942 of the Internal Revenue Code;

(2) Not engage in any act of self-dealing which is subject to tax under Section 4941 of the Internal Revenue Code;

(3) Not retain any excess business holdings which are subject to tax under Section 4943 of the Internal Revenue Code;

(4) Not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and

(5) Not make any expenditures which are subject to tax under Section 4945 of the Internal Revenue Code.

TWELFTH: The activities and affairs of the Corporation shall be managed by or under the direction of a Board of Directors. The number of Directors constituting the initial Board of Directors shall be five. Thereafter, the number of Directors constituting the entire Board of Directors shall be fixed from time to time in the manner prescribed in the By-Laws of the Corporation.

THIRTEENTH: The Board of Directors of the Corporation shall have the power and discretion to manage and direct all

transfers of assets of the Corporation to certain charitable organizations, provided, however, that all transfers of the Corporation's assets to such charitable, scientific, educational and cultural organizations shall be subject to any other limitations existing on the transfer of specific assets of the Corporation expressly imposed by the By-Laws of the Corporation.

FOURTEENTH: The names and addresses of the persons constituting the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Melvin Griffin	3905 Avenida Madera Bradenton, FL 34210
Bruce Griffin	1085 Dawson Avenue Dorval, QUE H9S1X9 Canada
David Griffin	373 Bloomfield Avenue Apt. #2 Nutley, New Jersey 07110
Richard Griffin	2088 Lumberman Lane Oakville, Ontario Canada L6M2Z1
Lorna M. Smith	Box 16, Site 33 RR # 12 Calgary, Alberta Canada, T3E6W3

FIFTEENTH: No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including by publishing or

SIXTEENTH: If the Corporation is dissolved, none of its assets, after payment of expenses and the satisfaction of all liabilities, shall be distributed to any director, trustee, officer or employee of the Corporation, or to any private individual. Upon dissolution, all assets, after payment of the Corporation's obligations, shall be transferred or distributed to such charitable and educational organizations at the time qualified under Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors and subject to the then applicable provisions of the Florida Not For Profit Corporation Act, including approval by such other court having jurisdiction over the Corporation, if required.

SEVENTEENTH: The incorporator and the initial members of the Board of Directors are at least 18 years of age.

EIGHTEENTH: (1) The Corporation shall, to the fullest extent permitted by applicable law as then in effect, indemnify any person (the "indemnitee") who was or is involved in any manner (including, without limitation, as a party or a witness) or was or is threatened to be made so involved in any threatened, pending or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor) (a "proceeding") by reason of the fact that he or she is or was a director or officer of the Corpora-

tion, or is or was serving at the request of the Corporation as a director or officer of another corporation, or of a partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity against all liability, loss, judgments, fines, amounts paid in settlement and reasonable expenses, including, without limitation, attorneys' fees, actually incurred by him or her in connection with such proceeding. Such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his or her heirs and legal representatives. The right to indemnification conferred in this Article EIGHTEENTH shall include the right to receive payment in advance of any expenses incurred by the indemnitee in connection with such proceeding, consistent with applicable law as then in effect, and shall be a contract right. No indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. The Corporation may, by action of its Board of Directors, provide indemnification for employees, agents, attorneys and representatives of the Corporation with up to the

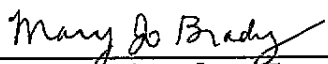
same scope and extent as hereinabove provided for directors and officers.

(2) The right of indemnification, including the right to receive payment in advance of expenses, conferred in this Article EIGHTEENTH shall not be exclusive of any other rights to which any person seeking indemnification may otherwise be entitled under any other provision of this Certificate of Incorporation, the By-Laws of the Corporation or agreement or otherwise.

(3) In any action or proceeding relating to the right to indemnification conferred in this Article EIGHTEENTH, the Corporation shall have the burden of proof that the indemnitee has not met any standard of conduct or belief which may be required by applicable law to be applied in connection with a determination of whether the indemnitee is entitled to indemnity, or otherwise is not entitled to indemnity, and neither a failure to make such a determination nor an adverse determination of entitlement to indemnity shall be a defense of the Corporation in such an action or proceeding or create any presumption that the indemnitee has not met any such standard of conduct or belief or is otherwise not entitled to indemnity. If successful in whole or in part in such an action or proceeding, the indemnitee shall be entitled to be indemnified by the Corporation for the expenses actually and reasonably incurred by him or her in connection with such action or proceeding.

(4) No amendment to this Certificate of Incorporation, directly or indirectly by merger, consolidation or otherwise, (a) having the effect of amending, altering, changing or repealing any of the provisions of the sections of this Article EIGHTEENTH shall remove, abridge or adversely affect any right to indemnification or other benefits under the sections of this Article EIGHTEENTH with respect to any acts or omissions occurring prior to such amendment or repeal, or (b) shall amend, alter, change or repeal any of the provisions of this Article EIGHTEENTH, unless the amendment effecting such amendment, alteration, change or repeal shall receive the affirmative vote of at least two-thirds of the members of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has made and signed this Certificate this 26th day of November, 1997, and affirms the statements contained therein as true under penalties of perjury.



Mary Jo Brady, Esq.
Incorporator
c/o Christy & Viener
620 Fifth Avenue
New York, NY 10020

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED 11/26, 1997.

C T CORPORATION SYSTEM

By: Eileen M. Horan
(Officer of Corporation)

Eileen M. Horan
Name
Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA