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DIVISION OF CORPORATIONS

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NAME: THE RALPH AND NANCY HOLDEN CHARITABLE FOUNDA

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March 12, 1998

RUDEN MCCLOSKY SMITH ET AL

SUBJECT: THE RALPH AND NANCY HOLDEN CHARITABLE FOUNDATION, INC. REF: W98000005583

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You must list the corporation's principal office and/or a mailing address in the document.

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Bobbie Cox FAX Aud. #: H98000004916 Senior Corporate Section Administrator Letter Number: 098A00013650

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

# ARTICLES OF INCORPORATION OF THE RALPH AND NANCY HOLDEN CHARITABLE FOUNDATION, INC. (A Not For Profit Corporation)

The undersigned, acting as Incorporator of THE RALPH AND NANCY HOLDEN CHARITABLE FOUNDATION, INC., a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

## <u>ARTICLE I</u>

# NAME: PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the Corporation shall be THE RALPH AND NANCY HOLDEN CHARITABLE FOUNDATION, INC. The principal office and mailing address of this Corporation is 969 A1A, Hillsboro Beach, Florida 33062.

#### ARTICLEII

#### **PURPOSE**

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, by granting charitable contributions to other organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to other entities or individuals as may be permitted by the Internal Revenue Code of 1986, as amended.

Prepared By:

Joseph T. Ducanis, Jr., Esq. Fiorida Bar #0857350 Ruden, McClosky, Smith. Schuster & Russell, P.A. P.O.Box 1900 Ft. Lauderdale, FL 33301

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ARTICLE III

**POWERS** 

The Corporation shall have the power to acquire, own, maintain and use its assets for the

purposes for which it is organized, to raise funds by any legal means for the encouragement of its

purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the

purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the

purposes for which the Corporation is organized, and shall have such other powers as are granted

to corporations not-for-profit under Florida Statutes and case law.

**ARTICLE IV** 

**LIMITATIONS** 

No earnings of the Corporation shall inure in whole or in part to the benefit of private

individuals except that reasonable compensation may be paid for services rendered to or for the

Corporation affecting one or more of its purposes,

B. No substantial part of the activities of the Corporation shall consist of carrying on

propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the

Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on

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SENT BY: RUDEN MCCLOSK

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by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its

regulations, as they now exist or as they may hereafter be amended, or by an organization

contributions to which are deductible under Section 170 (c)(2) of such Code and regulations as they

now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the

meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and

in such manner so that it will not become subject to the tax on undistributed income imposed by

Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal

tax laws.

2. The Corporation will 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 later

federal tax laws.

3. The Corporation will not retain any excess husiness holdings as defined in

Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later

federal tax laws.

4. The Corporation will not make any investments in a manner that would

subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding

provisions of any later federal tax laws.

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5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

### ARTICLE V

# DISTRIBUTIONS OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the Directors of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

#### **ARTICLE VI**

#### **MEMBERSHIP**

The Corporation shall not have any members.

#### ARTICLE VII

#### INCORPORATOR

The name of the Incorporator of this Corporation is RALPH HOLDEN, and the address of said Incorporator is 969 A1A, Hillsboro Beach, Florida 33062.

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#### **ARTICLE VIII**

#### **OFFICERS**

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

#### ARTICLE IX

#### **BOARD OF DIRECTORS**

The Board of Directors shall be elected in a manner as provided for in the Bylaws of the Corporation.

#### ARTICLE X

## **BY-LAWS**

By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for

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the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

### **ARTICLE XI**

## REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 969 A1A, Hillsboro Beach, Florida 33062, and the name of the registered agent of the Corporation at that address is RALPH HOLDEN.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this / L day

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# ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as registered agent in Article XI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not-For-Profit Corporation Act.

RALPH HOLDEN

Dated: 3-12-7f

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SECRETARY OF STATE
TALL AHASSEF FLORID.

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