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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Allen Fund, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
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AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
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P. Hall

MAY 18 1998

Examiner's Initials

ARTICLES OF INCORPORATION
OF

THE ALLEN FUND, INC.
(A Florida Not for Profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is **THE ALLEN FUND, INC.** (hereinafter called the "Corporation").

The address of the principal office and the mailing address of the Corporation shall be: 1760 S.E. 10th Street, Fort Lauderdale, Florida 33316.

ARTICLE II

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III

The Corporation is organized as a "not for profit corporation" under Chapter 617 of the Florida Statutes, and is intended to be a private foundation as described in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE IV

A. The purposes for which the corporation is organized are as follows:

1. To receive and administer money and property for charitable, religious, educational, and scientific purposes; and to establish, foster, maintain or support, through donations of money or property for charitable, religious, educational, and scientific purposes, organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

2. Any other charitable purpose permitted under Section 501(c)(3) of the Code.

B. This corporation shall be limited in its purposes, objectives and activities as follows:

1. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or any other corresponding provision of any future United States internal revenue law.

2. Notwithstanding any other provision of these Articles, this corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Code, or any other corresponding provision of any future United States internal revenue law.

The Corporation hereby expresses its intent to be an organization exempt from taxation under Section 501(c)(3) of the Code and to be an organization whose contributions are deductible under Sections 170, 2055, 2016(a)(2)(A) and 2522 of the Code.

ARTICLE V

The Corporation will solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

ARTICLE VI

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 to exercise all powers granted to a corporation not for profit under Florida law.

ARTICLE VII

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Trustee, or officer of the Corporation, or to any other private persons, 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 the purposes set forth in Article IV hereof.

(b) No part of the corporate activities shall be an attempt to influence legislation by any means, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

(c) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Sections 170, 2055, 2106(a)(2) and 2522 of the Code.

(d) This Corporation, if it is a "private foundation" as defined in Section 509(a) of the Code at any time, shall not while it is such a private foundation:

i) Engage in any act of "self-dealing" as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a);

ii) Retain any "excess business holdings" as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a);

iii) Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944(a);

iv) Make any "taxable expenditures" as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a); and

v) Fail to make distributions in each year for the purposes specified in the Articles of Incorporation in such amounts as to avoid liability for the tax imposed by Code Section 4942(a). The references herein to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

ARTICLE VIII

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed, as the Board of Trustees shall determine, to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall qualify under Code Section 501(c)(3) of the Code. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any such assets shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to this Corporation.

ARTICLE IX

The Corporation shall have no members.

ARTICLE X

The name and address of the incorporator of the Corporation is Edward R. Allen, 1760 S.E. 10th Street, Fort Lauderdale, Florida 33316.

ARTICLE XI

The number of persons constituting the initial Board of Trustees shall be four (4). The number of members of the Board of Trustees may be increased or decreased as provided in the Bylaws, but in no event shall the number of Trustees be less than three (3). The names and addresses of the initial Board of Trustees are as follows:

Edward R. Allen
1760 S.E. 10th Street
Fort Lauderdale, Florida 33316

Suzanne Y. Allen
1760 S.E. 10th Street
Fort Lauderdale, Florida 33316

John K. Allen
1760 S.E. 10th Street
Fort Lauderdale, Florida 33316

Kenneth E. Allen
1760 S.E. 10th Street
Fort Lauderdale, Florida 33316

The Trustees of the corporation shall, at all times, be limited to individuals who shall be elected as provided in the Corporation's Bylaws.

ARTICLE XII

Bylaws shall be adopted, altered, amended or repealed by a majority of the Board of Trustees of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XIII

The Articles of Incorporation shall only be amended as follows:

(1) During the lifetime of Edward R. Allen and Suzanne Y. Allen (collectively, the "Allens"), and while neither of them is Unable to Act (as defined herein), the Allens shall solely have the right to amend the Articles of Incorporation of the Corporation.

(2) After the death of either of the first to die of the Allens, or if either of the Allens is Unable to Act, the surviving spouse or the spouse who is not Unable to Act shall retain this right during his or her lifetime and as long as he or she is not Unable to Act.

(3) Upon the death of both of the Allens, or if both Allens are Unable to Act, Northern Trust Bank of Florida, N.A. shall solely have this right.

"Unable to Act" shall mean that a party is not able to satisfactorily perform his or her duties as certified by the written opinion of two (2) medically certified physicians.

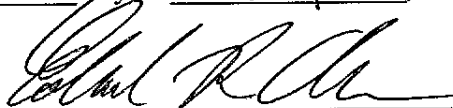
ARTICLE XIV

The street address of the initial registered office of the Corporation is 1760 S.E. 10th Street, Fort Lauderdale, Florida 33316. The name of the initial registered agent of the Corporation at that address is Edward R. Allen.

ARTICLE XV

The annual meeting shall be held in accordance with the Bylaws.

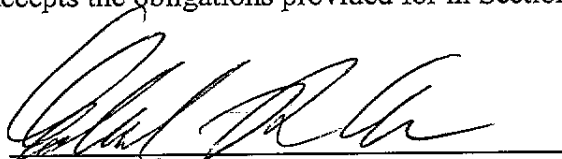
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of THE ALLEN FUND, INC. this 15th day of May, 1998.



EDWARD R. ALLEN
Incorporator

**CONSENT OF REGISTERED AGENT
OF
THE ALLEN FUND, INC.**

The undersigned, Edward R. Allen, whose business address is 1760 S.E. 10th Street, Fort Lauderdale, Florida 33316, hereby accepts appointment as the initial registered agent of **THE ALLEN FUND, INC.**, a Florida corporation, and accepts the obligations provided for in Section 617.0501, Florida Statutes.



EDWARD R. ALLEN
Registered Agent

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