

N980000007147

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Critchfield Private
Foundation, Inc.

Two
Filings

Signature _____

Requested by: CS

Name _____

Date 12/18

Time 9:47

Walk-In _____

Will Pick Up _____

98 DEC 18 PM 1:08

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File 7000002715667-1
12/18/98 01037-014

____ Trade/Service Mark ****175.00 *****87.50

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy 2 copies

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

DEC 18 1998

ARTICLES OF INCORPORATION
OF
CRITCHFIELD PRIVATE FOUNDATION, INC.

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DIVISION OF CORPORATIONS
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A Florida Corporation Not-For-Profit

I, the undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, do hereby execute these Articles of Incorporation for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation is CRITCHFIELD PRIVATE FOUNDATION, INC.

ARTICLE II

Purposes

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)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE III

Membership

There will be no membership in the corporation.

ARTICLE IV
Term of Existence

The term of existence of this corporation is perpetual.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is c/o Bob J. Howell, P.A., 4801 South University Drive, Suite 265, Davie, Florida 33328, and the name of the initial registered agent of this Corporation at that address is BOB J. HOWELL. The principal office address of the corporation shall be the same as above.

ARTICLE VI
Incorporator

The name and address of the Incorporator is: MAXINE CRITCHFIELD, 101 Turnberry Drive, Atlantis, Florida 33462.

ARTICLE VII
Trustees

The number of Trustees constituting the initial Board of Trustees is three (3) and the names and addresses of the persons who are to serve as initial Trustees are:

MAXINE CRITCHFIELD, 101 Turnberry Drive, Atlantis, Florida 33462.

WILLIAM KATZ, 505 S. Flagler Drive, Suite 800, West Palm Beach, Florida 33410.

DANIEL KATZ, 4801 South University Drive, Suite 210, Davie, Florida 33328.

The manner of election of the Trustees shall be as stated in the By-Laws.

ARTICLE VIII

By-Laws

Section 1. The initial By-Laws of the corporation shall be adopted by a majority vote of the Board of Trustees.

Section 2. The By-Laws may be made, amended or rescinded by a majority vote of the Board of Trustees.

ARTICLE IX

Amendments

These Articles of Incorporation may be amended by a majority vote of the Board of Trustees.

ARTICLE X

Negation of Pecuniary Gain

This corporation is not organized for a pecuniary profit. It shall not have any power to issue Certificates of Stock or declare dividends. No part of its net earnings shall inure to the benefit of, or be distributed to, any member, trustee, officer or other private persons; provided, however, that this shall not be construed to prohibit the payment by the corporation of reasonable compensation for services rendered or to prohibit payments and distributions by the corporation in furtherance of its purposes as described in Article II.

ARTICLE XI

Prohibition of Certain Activities

This corporation shall not devote a substantial part of its activities to attempting to influence legislation in any way, including carrying on propaganda activities. Furthermore, this corporation shall not directly or indirectly participate or intervene in any political campaign on

behalf of or in opposition to any candidate for public office, including, but not limited to, publishing or distributing statements regarding such campaigns.

Notwithstanding any provision of these Articles to the contrary, this corporation is without power to engage in any activity inconsistent with either exemption from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or with the requirements for deductibility of contributions to the corporation under Section 170 of the Internal Revenue Code of 1986.

ARTICLE XII

Dissolution

Upon the dissolution of this corporation in accordance with Florida law, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of the remaining assets of this corporation exclusively for the purposes of this corporation and in accordance with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986. The assets may be distributed by the Board of Trustees to any organization or organizations which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of the future United States Internal Revenue Law, including, but not limited, to another qualified Private Foundation. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Broward County, or any other court having jurisdiction over this corporation in regard to its dissolution exclusively for the purposes of this corporation.

ARTICLE XIII

Federal Income Tax

This corporation shall, in order to satisfy the requirements of Section 501(c)(3), comply with all of the following:

- a) The corporation will distribute its income for each tax year at such time and in such manner 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 later federal tax laws.

- b) The corporations 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.
- c) The corporation will not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
- d) The corporation will 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 later federal tax laws.
- e) 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 XIV

Indemnification

The Corporation shall indemnify any Officer or Trustee, or any former Officer or Trustee, to the full extent permitted by law.

ARTICLE XV

Meetings By Teleconferencing

Any and all meetings of the Trustees or Officers may be attended in person or by telephone or other form of electronic conferencing.

The Undersigned incorporator having executed these Articles of Incorporation this 17 day of December, 1998.


MAXINE CRITCHFIELD, Incorporator

DESIGNATION OF REGISTERED AGENT
FOR
CRITCHFIELD PRIVATE FOUNDATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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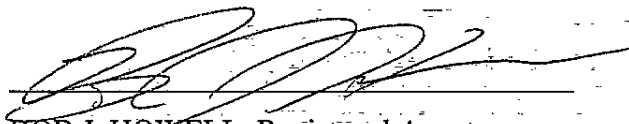
A Florida Corporation Not-For-Profit

Pursuant to Section §607.0501 or §617.0501, Florida Statutes, the following is submitted:

CRITCHFIELD PRIVATE FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named Bob J. Howell, c/o Bob J. Howell, P.A., 4801 South University Drive, Suite 265, City of Davie, County of Broward, State of Florida, 33328 as its registered agent for service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations as set forth in Section 617.0501, Florida Statutes.



BOB J. HOWELL, Registered Agent