

Division of

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Florida Department of State

Division of Corporations

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TODAY, DECEMBER 31, 1998. THANKS! Karen

FLORIDA NON-PROFIT CORPORATION

THE ROSSMAN FAMILY FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
THE ROSSMAN FAMILY FOUNDATION, INC.
A NOT FOR PROFIT CORPORATION**

THE UNDERSIGNED, acting as sole incorporator of **THE ROSSMAN FAMILY FOUNDATION, INC., A NOT FOR PROFIT CORPORATION** under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

The name of the Corporation is **THE ROSSMAN FAMILY FOUNDATION, INC.**

**ARTICLE II
PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including but not limited to, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE III
NO PERSONAL BENEFIT**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, officer or director of the corporation or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of one or more of its purposes.

No member, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

This document was prepared by:
W. MICHAEL CLIFFORD, ESQUIRE
Florida Bar Number: 0224111
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P.O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

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ARTICLE IV PROHIBITED ACTS

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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. Notwithstanding any other provisions in these Articles, the Corporation shall not carry on activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, and contributions to which are deductible under Section 170(c)(2) and Section 2055(a) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE V DURATION OF THE CORPORATION

Existence of the Corporation shall commence on the date of the filing of these Articles of Incorporation by the Department of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI COMPLIANCE WITH PRIVATE FOUNDATION RULES

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. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, which would subject the Corporation to tax under Section 4943 of the Internal Revenue Code. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue code. The Corporation will make distributions at such time and in such manner as to not subject the Corporation to tax under Section 4942 of the Internal Revenue Code.

ARTICLE VII PRINCIPAL OFFICE

The address of the Principal Office of the Corporation is the Law Offices of Lowndes, Drosdick, Doster, Kantor & Reed, P.A., 215 N. Eola Drive, Orlando, Florida 32801. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

ARTICLE VIII
MAILING ADDRESS

The mailing address of the Corporation is the Law Offices of Lowndes, Drosdick, Doster, Kantor & Reed, P.A., 215 N. Eola Drive, Orlando, Florida 32801.

ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of the Corporation is Law Offices of Lowndes, Drosdick, Doster, Kantor & Reed, P.A., 215 N. Eola Drive, Orlando, Florida 32801, and the initial Registered Agent at such address is W. MICHAEL CLIFFORD, ESQ.

ARTICLE X
INITIAL BOARD OF DIRECTORS

The Initial Board of Directors shall consist of three (3) persons. At no time will the Board of Directors consist of less than three (3) persons. The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

Nancy A. Rossman, President
6355 Metrowest Blvd., Suite 330
Orlando, FL 32835

Ruth J. Rossman, Secretary and Treasurer
6355 Metrowest Blvd., Suite 330
Orlando, FL 32835

Paula M. Rossman
6355 Metrowest Blvd., Suite 330
Orlando, FL 32835

ARTICLE XI
ELECTION OF DIRECTORS

The Board of Directors shall be elected at the organizational meeting of the directors and at each annual meeting thereafter, in the manner set forth in the Bylaws.

**ARTICLE XII
MEMBERS**

The qualifications for members and the manner of their admission shall be set forth in the Bylaws of the Corporation.

**ARTICLE XIII
INCORPORATOR**

The name and street address of the sole incorporator of the Corporation is W. MICHAEL CLIFFORD, ESQ., Law Offices of Lowndes, Drosdick, Doster, Kantor & Reed, P.A., 215 N. Eola Drive, Orlando, Florida 32801.

**ARTICLE XIV
DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of this Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations 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), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in and for the Judicial Circuit in which the principal office of this corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 31st day of December, 1998.


W. MICHAEL CLIFFORD, ESQ., Incorporator

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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article IX of the foregoing Articles of Incorporation as Initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 617.0501, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 21st day of December, 1998.


W. MICHAEL CLIFFORD, Registered Agent

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