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FLORIDA NON-PROFIT CORPORATION  
CHARLES P. AND LYNN L. STEINMETZ FAMILY FOUNDATION

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ARTICLES OF INCORPORATION

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OF

CHARLES P. AND LYNN L. STEINMETZ FAMILY FOUNDATION, INC.

The undersigned incorporator, desiring to form a not-for-profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation in accordance with the laws of the United States of America and the State of Florida.

ARTICLE I

Name and Principal Address

The name of this corporation shall be the CHARLES P. AND LYNN L. STEINMETZ FAMILY FOUNDATION, INC. (the "Corporation"), and its principal address shall be 1751 Via Amalfi, Winter Park, Florida 32789.

ARTICLE II

Term

This Corporation shall have perpetual existence unless dissolved according to law. Corporate existence shall commence with the filing of these Articles of Incorporation.

ARTICLE III

Purposes

The purposes of this Corporation shall be:

A. To operate exclusively for charitable and religious purposes, and in furtherance of such goals it is authorized to accept, hold, administer, invest and disburse for charitable or religious purposes such funds and other property, real, personal or mixed, as may from time to time be given, bequeathed, devised, sold or leased to it, absolutely or in trust, by any other individual, individuals, firm or corporation for such objects and purposes, or any of them, and for no other purposes; to receive gifts and give and make financial and other

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types of contributions and assistance to charitable and religious organizations; to receive any property, real, personal or mixed, in trust, under the terms of any wills, deeds of trust, or other trust instruments, for the foregoing purposes, and in administering the same, to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income for one or more such purposes authorized or directed in the trust instrument under which it is received; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes; and in general to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set forth.

B. To carry on any and all activities permitted to a corporation not for profit under the laws of the State of Florida as may be helpful or appropriate for the achievement of the foregoing goals and purposes; provided, however, that the corporation shall not engage in any activity which would be inconsistent with its classification as an organization described in Section 501(c)(3) and 170(b)(1)(A)(iii) of the Internal Revenue Code of 1986, as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time; but if at any time the corporation be deemed to be a private foundation as defined by Section 509 of the Internal Revenue Code of 1986, as amended from time to time, then so long as the corporation is deemed a private foundation, it shall not, as provided in Section 508(e) of the Internal Revenue Code of 1986, as amended from time to time, fail to require its income for each taxable year to be distributed at such time and in such manner as to not subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended from time to time, engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended from time to time, retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended from time to time, make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended from time to time, and make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended from time to time.

C. To have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Florida by law may now or hereafter have or exercise.

#### ARTICLE IV

##### Members

The qualification for members and the manner of their admission and expulsion shall be as regulated by the Bylaws of the Corporation.

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## ARTICLE V

Board of Directors

The method of election of Directors is as stated in the Bylaws of the Corporation. The names and addresses of the three (3) initial Directors of the Corporation, who shall serve until the first election of Directors of the Corporation or until their earlier resignation, removal from office or death, are:

Charles P. Steinmetz	1751 Via Amalfi, Winter Park, Florida 32789
Lynn L. Steinmetz	1751 Via Amalfi, Winter Park, Florida 32789
Matthew A. Steinmetz	1751 Via Amalfi, Winter Park, Florida 32789

## ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of this Corporation is 1751 Via Amalfi, Winter Park, Florida 32789, and the name of the initial registered agent of this Corporation at that address is Charles P. Steinmetz.

## ARTICLE VII

Restrictions and Interpretation

Section 1. No part of the net earnings of the Corporation shall inure to the benefits of, or be distributable to, its members, trustees, officers or 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 II hereof.

Section 2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4. Notwithstanding any other provision of these articles, if the Corporation is ever determined to be a private foundation, as defined in Section 509 of the Code, then

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so long as the Corporation is a private foundation it shall distribute its income each year at such time and in such manner as to not subject the Corporation to the tax on undistributed income imposed by Section 4942 of the Code, shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Code, shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code, and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 5. All references herein to the provisions of the Internal Revenue Code of 1986 shall include both amendments thereto and the corresponding provisions of any future federal tax code.

ARTICLE VIII

Dissolution

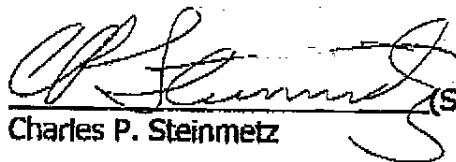
Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for one or more of the purposes of the Corporation, which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the Corporation to the federal government, or to a state or local government, for a public purpose. Any assets not so disposed of 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 or organizations, as said Court shall determine, which are organized and operated exclusively for one or more of the purposes of the corporation.

ARTICLE IX

Incorporator

The name and address of the incorporator of the Corporation is as follows: Charles P. Steinmetz, 1751 Via Amalfi, Winter Park, Florida 32789.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of August, 1999.

 (SEAL)  
Charles P. Steinmetz

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.325, Florida Statutes, the following is submitted:

The CHARLES P. AND LYNN L. STEINMETZ FAMILY FOUNDATION, INC. (the "Corporation"), desiring to organize as a Florida corporation not-for-profit, has named and designated Charles P. Steinmetz as its Registered Agent to accept service of process within the State of Florida with its registered office located at 1751 Via Amalfi, Winter Park, Florida 32789.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.325, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091, Florida Statutes, and all other statutes, all as the same apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 2nd day of August, 1999.



Charles P. Steinmetz  
Registered Agent

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