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Division of Corporations

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## Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

## FLORIDA NON-PROFIT CORPORATION

**The Gregory Family Foundation, Inc.**

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ARTICLES OF INCORPORATION OF  
THE GREGORY FAMILY FOUNDATION, INC.

a Florida not-for-profit corporation

The undersigned, for the purpose of forming a corporation not-for-profit under Sections 617.006 and 617.1007, Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

(A) The name of the corporation is THE GREGORY FAMILY FOUNDATION, INC., a Florida not-for-profit corporation.

(B) The date when corporate existence shall begin shall be the date of execution of these Articles of Incorporation by the undersigned, provided these Articles are filed with the Secretary of State within the time allowed by law.

(C) The principal office of the corporation will be located at 1615 Parkside Circle South, Boca Raton, Florida 33486.

(D) The Registered Agent of the corporation is FHS Corporate Services, Inc., located at 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.

(E) The mailing address of the corporation is 11780 U.S. Highway One, Suite 300, North Palm Beach, Florida 33408.

ARTICLE II

The term of existence of the corporation shall be perpetual.

ARTICLE III

The purpose for which this not-for-profit corporation is formed and objectives to be carried on and promoted by it, are as follows:

(A) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, benevolent, eleemosynary, educational, religious, scientific or cultural purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section

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501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

(B) To exercise all rights and powers conferred by the laws of the State of Florida upon corporations not-for-profit.

(C) Notwithstanding any other provision of these Articles of Incorporation, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax 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.

(D) The Corporation shall serve only such purposes and functions and shall engage only in such services as are consonant with the purposes set forth in this Article II and as are exclusively charitable and are entitled to exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(E) To do such things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

#### ARTICLE IV

Except as limited by these Articles of Incorporation or its Bylaws, the corporation shall have and exercise all rights and powers in furtherance of its purposes as and now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida, including but not limited to the following:

(A) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate, intangible and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III.

(B) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objectives of its business, and to secure the same by mortgage, pledge or other lien on the corporation's property.

(C) To do and perform all acts reasonably necessary to accomplish the purposes of the corporation.

(D) No part of the net earnings of this corporation shall be distributed to or inure to the benefit of any incorporator, member, director, or other officer of this corporation, contributor or private individual. In the event of dissolution, winding up, or other liquidation of the assets of this corporation, its assets shall be distributed to non-profit and charitable corporations or institutions as shall qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as may be designated by the Directors to be used for purposes similar to those of this corporation.

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(E) 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall 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 Internal Revenue Code of 1986, as amended, 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 Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE V

(A) The corporation will distribute its income for each tax year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or the corresponding section(s) of any future federal tax code.

(B) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section(s) of any future federal tax code.

(C) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or the corresponding section(s) of any future federal tax code.

(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, as amended, or the corresponding section(s) of any future federal tax code.

(E) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or the corresponding section(s) of any future federal tax code.

#### ARTICLE VI

The qualifications of members of the Corporation shall be regulated by the Bylaws. The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The initial Voting Members of the Corporation shall be elected by the Incorporator upon organization of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights

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and privileges as are set forth in the Bylaws, but who shall not have the right to vote.

#### ARTICLE VII

The management of the corporation shall be vested in the Board of Directors. The number of Directors of the corporation shall be not less than three (3) and shall be elected by the members of the corporation from the membership. The number of Directors may be increased or decreased as set forth in the By-laws of the corporation, as said By-laws may be amended from time to time by the affirmative vote of a majority of the Directors of the corporation.

The current directors are set forth below:

<u>Name</u>	<u>Address</u>
Dale M. Gregory	1615 Parkside Circle South Boca Raton, FL 33462
Agnes Gregory	1615 Parkside Circle South Boca Raton, FL 33462
Dale M. Gregory, Jr.	1615 Parkside Circle South Boca Raton, FL 33462

The officers of this corporation shall consist of a President, Secretary, Treasurer and such other officers as may be provided by the Bylaws of the corporation. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The Directors shall elect the regular officers of the corporation at the annual meeting for terms of one (1) year. The name and address of each initial officer of the corporation is as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Dale M. Gregory	1615 Parkside Circle South Boca Raton, Florida 33486
Secretary/ Treasury	Agnes Gregory	1615 Parkside Circle South Boca Raton, Florida 33486

#### ARTICLE VIII

The annual meeting of the Board of Directors governing this corporation shall be held in accordance with the Bylaws.

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## ARTICLE IX

These Articles of Incorporation may be amended by a majority vote of the Directors at any regular meeting, or any special meeting called for this purpose, after first giving at least ten (10) days notice to the Directors.

## ARTICLE X

The Bylaws of the corporation shall be adopted by the Directors and may be amended from time to time by a majority vote of the Directors present and voting at any regular meeting, or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation.

## ARTICLE XI

The corporation is a Corporation Not-For-Profit as defined in Section 617.2001, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 III hereof.

## ARTICLE XII

The Corporation may be dissolved with the assent given in writing, and signed by not less than two-thirds (2/3) of the Voting Members. Upon dissolution of the corporation, other than incident to a merger or consolidation of the corporation into or with a not-for-profit corporation, association or trust, or other organization devoted to such similar purpose which is exempt as an organization described in Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, the operations of the corporation shall be discontinued, liquidated and wound-up. Upon dissolution, liquidating and winding up of the corporation, the Board of Directors 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 the purposes of the corporation in such manner, and to such organization or organizations organized and operated exclusively for educational or other charitable purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors may determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the

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principal office of the corporation is then located, exclusively for such purposes, or to such exempt organization or organizations as such Court shall determine.

ARTICLE XIII


The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not-For-Profit Corporation Act, and shall not have the power to issue shares of any type or class or other Certificates or writings evidencing an ownership or proprietary interest in the corporation.

ARTICLE XIV

The name and address of the initial incorporator is as follows:

Oren S. Tasini, Esq.  
11780 U.S. Highway One, Suite 300  
North Palm Beach, FL 33408


IN WITNESS WHEREOF, the undersigned incorporator has this 21<sup>st</sup> day of December, 1999, made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.

  
\_\_\_\_\_  
Oren S. Tasini, Incorporator

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts its appointment as Registered Agent of the aforesaid corporation. We are familiar with, and accept the obligations of, Section 617.0501 of the Florida Statutes.

FHS CORPORATE SERVICES, INC.

By:   
\_\_\_\_\_  
Oren S. Tasini,  
Its Secretary

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**ACKNOWLEDGMENT**

STATE OF FLORIDA


SS:

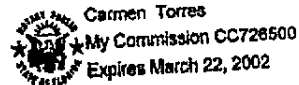
COUNTY OF PALM BEACH

BEFORE ME personally appeared Oren S. Tasini: ☐ who produced the following identification \_\_\_\_\_; ☒ who is personally known to me; and who acknowledged before me that he is the person described in and who executed the foregoing Acceptance by Registered Agent, and that he executed the same as his free act and deed for the uses and purposes set forth therein.

WITNESS my hand and official seal, at North Palm Beach, Florida, this 21<sup>st</sup> day of December, 1999.

SEAL:

  
\_\_\_\_\_  
Notary Public



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