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**FLORIDA NON-PROFIT CORPORATION**

**RIVERFUND SUPPORTING ORGANIZATION, INC.**

Certificate of Status	0
Certified Copy	1
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© H99000032737 Articles of Incorporation  
of  
RIVERFUND SUPPORTING ORGANIZATION, INC.

(A Florida Corporation Not For Profit)

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ARTICLE I

The name of this Corporation is Riverfund Supporting Organization, Inc., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation shall be: c/o Riverfund, Inc., 11155 Roseland Road, Unit 16, Sebastian, Florida 32958.

ARTICLE III

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

ARTICLE IV

The Corporation is organized exclusively for the purpose of acting as a "Supporting organization" as that term is defined in Internal Revenue Code ("Code") Section 509(a)(3) and for that purpose it will apply for status as an exempt organization under Code Section 501(c)(3) for the sole purpose of supporting one (and only one) publicly supported charity, to-wit, Riverfund, Inc., 11155 Roseland Road, Sebastian, Florida (EIN No. 59-3212977); it being irrevocably stipulated that should either this Corporation lose its status pursuant Code Section 509(a)(3) or if Riverfund, Inc., ever lose its status pursuant Code Section 501(c)(3), this Corporation shall cease activities until such situation is remedied and if not remedied shall definitively cease activities except for winding up its affairs pursuant applicable laws and regulations and dissolving the Corporation in accordance with the provisions of Article IX herein.

ARTICLE V

Subject to the provisions of Article IV above, 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; and 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.

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**ARTICLE VI**

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall be not less than three (3). All or at least a clear majority of members of the Board of Directors shall simultaneously be directors of the publicly supported charity, Riverfund, Inc. The number and method of election of the directors of the Corporation shall be as stated by the bylaws to be prepared and approved by the Board of Directors. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial directors shall be as stated in the bylaws.

**ARTICLE VII**

The number constituting the initial Board of Directors of the Corporation is Three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Francine Alongi Frank  
11155 Roseland Road, #16  
Sebastian, FL 32958

Phyllis Kantor  
11195 Roseland Road #4  
Sebastian, FL 32958

Richard Rosenkranz  
11026 Mulberry Street  
Sebastian, Florida 32958

**ARTICLE VIII**

The Corporation shall have no members.

**ARTICLE IX**

Upon the dissolution of the Corporation, assets shall be distributed by the Board of Directors for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction 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 such purposes.

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ARTICLE X

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, if any, 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 IV hereof.

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 or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding section to any future federal tax code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(c)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, then in that event, the Corporation:

- A. shall 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, as amended, or corresponding section of any future federal tax code; and
- B. shall not (i) engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) 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 corresponding section of any future tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

ARTICLE XI

The bylaws may be amended, altered, or repealed and new bylaws may be adopted only by the affirmative vote of a majority of the entire Board of Directors. The bylaws shall contain provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

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ARTICLE XII

The Articles of Incorporation shall be amended only by the affirmative vote of a majority of the entire Board of Directors.

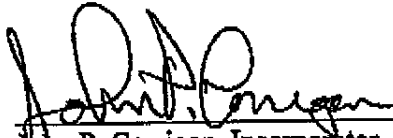
ARTICLE XIII

The street address of the Corporation's initial registered office in the State of Florida is: 444 Brickell Avenue, Suite 300, City of Miami, County of Miami-Dade, and the name of its initial registered agent is John P. Corrigan.

ARTICLE XIV

The name and address of the sole incorporator is John P. Corrigan, 444 Brickell Avenue, Suite 300, Miami, Florida 33131 (hereinafter the "Incorporator").

*In Witness Whereof*, the undersigned, being the Incorporator for the purpose of forming a corporation pursuant to the Florida Not For Profit Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 24<sup>th</sup> Day of December, 1999.

  
John P. Corrigan, Incorporator

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Riverfund Supporting Corporation, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes.

  
John P. Corrigan, Registered Agent

Date: December 24, 1999

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