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FLORIDA PROFIT/NON PROFIT CORPORATION

Macchia Family Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
MACCHIA FAMILY FOUNDATION, INC.
(A Corporation Not-For-Profit)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation is MACCHIA FAMILY FOUNDATION, INC. (the "Corporation"). The principal office or mailing address of the Corporation is 128 Flamingo Avenue, Naples, Florida 34108.

**ARTICLE II
PURPOSES**

The Corporation is organized and shall at all times be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes:

(1) Providing grants and contributions to organizations that are exempt from federal income tax under 501(c)(3) of the Code and which are classified as public charities under Section 509(a)(1) or (2) of the Code;

(2) Engaging in any other lawful act or activity in which exempt organizations under Section 501(c)(3) of the Code and not for profit corporations under Chapter 617 of the Florida Statutes engage; and

(3) Solely for the above purposes, to exercise all the rights and powers conferred by the laws of the State of Florida upon not for profit corporations

**ARTICLE III
MEMBERS**

The Corporation shall have no members.

**ARTICLE IV
DIRECTORS**

The number of directors and method of election of Directors shall be as provided in the Bylaws of the Corporation.

**ARTICLE V
PROPERTY**

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift,

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bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VI TAX EXEMPT RESTRICTIONS

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under Section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, 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 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, 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 Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

Section 6. Private Foundation Prohibitions. In the event that at any time the Corporation is not described in Section 509(a)(1), (2) or (3) of the Code, then, in further limitation of the rights and powers of the Corporation in carrying out its purposes:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to a tax on undistributed income imposed by Section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

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(d) The Corporation shall not retain or make any investments that jeopardize the charitable purpose of the corporation or which would subject the Corporation to tax under Section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

**ARTICLE VII
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations (i) 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 Code, (ii) described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Code and (iii) that are not private foundations by virtue of being described in Section 509(a) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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.

**ARTICLE VIII
REGISTERED AGENT**

The name and address of the initial registered agent of the Corporation is: HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108.

**ARTICLE IX
AMENDMENTS**

These Articles may be amended as provided in the Bylaws.

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is: John A. Macchia, 128 Flamingo Avenue, Naples, Florida 34108.

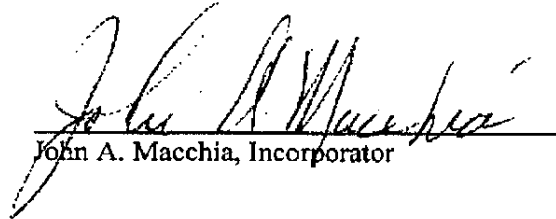
**ARTICLE XI
INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

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IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this ____ day of December, 2015, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.



John A. Macchia, Incorporator

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**MACCHIA FAMILY FOUNDATION, INC.
ACCEPTANCE OF REGISTERED AGENT**

HL Statutory Agent, Inc., 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108, being named in the Articles of Incorporation of MACCHIA FAMILY FOUNDATION, INC., as the registered agent of the not-for-profit corporation, hereby consents to accept service of process for the not-for-profit corporation at the address set forth above, and accepts the appointment as registered agent and agrees to act in this capacity. By his authorized signature below, the registered agent agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties. By his authorized signature below, the registered agent signifies that he is familiar with and accepts the obligations of the position of registered agent as provided in Florida Statutes Chapter 608.

HL STATUTORY AGENT, INC.
Registered Agent

By: *Jeffrey M. Folkman*
Jeffrey M. Folkman

Date: December 2, 2015

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