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DIVISION OF CORPORATIONS
06 JAN 17 PM 2:45

MRS
1/23

ROBERT J. CREAMER, P.C.
A PROFESSIONAL CORPORATION

ROBERT J. CREAMER, ESQ.
LICENSED TO PRACTICE IN CT, NY, & FL

412 MAIN STREET
RIDGEFIELD, CT 06877
(203) 438-3033
(203) 431-4411 Fax
RJCreamer@Mags.Net

January 11, 2006

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

**Re: The McMaster Family Foundation, Inc.
Articles of Incorporation**

This office represents Mr. Lee McMaster, Incorporator of The McMaster Family Foundation, Inc., in the above-referenced matter.

Enclosed, please find:

- 1) an original and two (2) copies of the Articles of Incorporation, and
- 2) a check to the Department of State in the amount of \$87.50 for (a) Filing Fee, (b) Certified Copy, and (c) Certificate of Status.

Please return the Certified Copy and Certificate of Status to our office at:

Robert J. Creamer, P.C.
412 Main Street
Ridgefield, CT 06877

Thank you for your attention to this matter. If you have any questions or require any additional information or documents, please direct your inquiries to our office at the above address or please feel free to call us at (203) 438-3033. We may also be faxed at (203) 431-4411. Thank you again.

Sincerely,



Robert J. Creamer, Esq.

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

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ARTICLE I NAME

The name of the corporation shall be:

The McMaster Family Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**215 South Ocean Grande Drive, Unit 201
Ponte Vedra, FL 32082**

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Said corporation is organized exclusively for charitable, religious, educational, scientific, and literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code ("the Code"), or the corresponding section of any future federal tax code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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 distributions in furtherance of the purposes set forth in the preceding paragraph. 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 publication 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, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so distributed shall be disposed of by a 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.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The initial Board of Directors shall consist of four (4) persons. The initial Board of Directors shall serve a term of three (3) years and shall be eligible for re-election for three-year terms thereafter. However, in all cases, directors shall serve until their successors are elected and qualified.

The number of directors to serve on the Board of Directors may be amended by a duly adopted amendment by the Board of Directors. However, this number shall not be less than the minimum required by Florida law. All directors elected after the initial term shall serve three-year terms and shall be eligible for re-election to further three-year terms by the Board of Directors. However, in all cases, directors shall serve until their successors are elected and qualified.

When a seat becomes vacant on the Board, the then-current Board of Directors shall fill it by majority vote; however, a director shall abstain from voting upon his or her nomination for re-election to the Board.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

Names, addresses, and specific titles:

Directors:

Lee P. McMaster 215 South Ocean Grande Drive, Unit 201 Ponte Vedra, FL 32082	President, Treasurer
Loretta W. McMaster 215 South Ocean Grande Drive, Unit 201 Ponte Vedra, FL 32082	Secretary
Craig L. McMaster 8 Mid Way Purdys, NY 10578	Vice-President
Brian W. McMaster 2216 Hermosa Avenue Durango, CO 81301	Vice-President

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DIVISION OF CORPORAT

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ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Lee P. McMaster
215 South Ocean Grande Drive, Unit 201
Ponte Vedra, FL 32082

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Lee P. McMaster
215 South Ocean Grande Drive, Unit 201
Ponte Vedra, FL 32082

.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment of registered agent and agree to act in this capacity.

LP McMaster
Signature/Registered Agent

1/9/06
Date

LP McMaster
Signature/Incorporator

1/9/06
Date