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09 JUL 28 AM 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRP
7/29

EFFECTIVE DATE 7/24/09

COVER LETTER

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

SUBJECT: THE MICHAEL RUSCHAK FOUNDATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: KARL A. BURGUNDER
Name (Printed or typed)

1490 SWANSON DRIVE, STE. 200
Address

OVIDO, FL 32765
City, State & Zip

407-366-3555
Daytime Telephone number

karl@cfbizlaw.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF
THE MICHAEL RUSCHAK FOUNDATION, INC.
(A Florida Corporation Not For Profit)

FILED
09 JUL 28 AM 11:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, a Citizen of the United States, acting as incorporator of a corporation under Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

EFFECTIVE DATE 7/24/09

ARTICLE I - NAME

The name of the corporation is: The Michael Ruschak Foundation, Inc. (hereinafter referred to as the "Corporation.")

ARTICLE II - CORPORATE NATURE

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 1557 Hunters Stand Run Oviedo, FL 32765.

ARTICLE IV - REGISTERED AGENT

The name of the registered agent of the corporation is George C. Ruschak. The address of this registered agent is 1557 Hunters Stand Run Oviedo, FL 32765.

ARTICLE V - DURATION

The commencement of the existence of the Corporation shall be upon the execution of these Articles, and the period of duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE VI - MANAGEMENT

All power and authority of the corporation shall be invested in and exercised by its Boards of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The numbers of directors of the Corporation shall not be less than three (3) persons. The number and method of selection of Directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation, and Directors of the Corporation may be assigned different voting rights, including, without limitation, super-voting rights for one or more designated Directors.

ARTICLE VII – INCORPORATOR

The name and address of the sole incorporator of the Corporation is: George C. Ruschak, 1557 Hunters Stand Run Oviedo, FL 32765.

ARTICLE VIII - CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable, literary, educational and scientific and consist of the following:

1. This corporation is formed exclusively for charitable, literary, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, literary, scientific or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
4. All of the foregoing purposes shall be exercised exclusively for charitable, literary, scientific and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IX – I.R.C.§501(c)(3) LIMITATIONS

1. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this 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.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, if any, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of 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. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, upon petition thereof by a duly authorized officer of the State of Florida or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section 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, or the corresponding section 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, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section 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, or the corresponding section of any future federal tax code.

ARTICLE X – POWERS

The corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth Article VIII hereof, and all of the benefits, rights, and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including and additions or amendments thereto. Without limiting the generality of the foregoing, the corporation is empowered:

1. To acquire, own, maintain and use its assets for the purposes set forth in Article VIII hereof;
2. To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article VIII hereof;
3. To borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article VIII hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
4. To raise funds by any legal means for the accomplishment of its purposes set forth in Article VIII hereof; and
5. To do and perform all acts reasonably necessary to accomplish its purposes set forth in Article VIII hereof.

ARTICLE XI – INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE XII - EXECUTION

These Articles of Incorporation are hereby executed by the undersigned sole incorporator on this 24th day of July, 2009.

George C. Ruschak
George C. Ruschak

09 JUL 28 AM 11:48
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

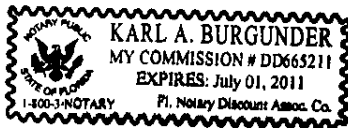
STATE OF FLORIDA }

COUNTY OF SEMINOLE }

Acknowledged before me this 24th day of July, 2009 by George C. Ruschak, who [indicate] _____ produced _____ as identification, or ☒ who is personally known to me.

[SEAL]

Karl A. Burgunder
Notary Public, State of Florida



REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

Having been named as registered agent to accept service of process for The Michael Ruschak Foundation, Inc., a Florida not for profit corporation at the place designated in the foregoing Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

George C. Ruschak
George C. Ruschak

24 July 2009
Date: