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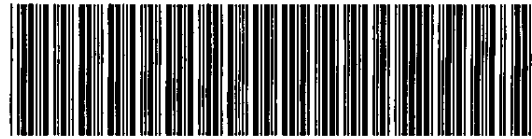
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DONAHOO



McMENAMY

DONAHOO & McMENAMY, P.A.
245 RIVERSIDE AVENUE, SUITE 450
JACKSONVILLE, FL 32202
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December 12, 2012

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: The Hellein Foundation, Inc.
Our File Reference: 11040.001
The Schrader Foundation, Inc.
Our File Reference: 11040.002**

Dear Madam or Sir:

I am sending the following for your further handling with regard to the above referenced Not-for-Profit Corporations:

1. Articles of Incorporation for The Hellein Foundation, Inc. (original and photocopy for certification);
2. Articles of Incorporation for The Schrader Foundation, Inc. (original and photocopy for certification); and
3. Two (2) checks in the amount of \$78.75, each, representing the filing fee for each Corporation.

Please return the certified copy of each Not-for-Profit Corporation's Articles of Incorporation to our office at the above address. Thank you for your assistance with this matter and if you should have any questions, please feel free to give me a call.

Sincerely,

A handwritten signature in black ink that reads "Emily K. Dillow". The signature is written in a cursive, flowing style.

Emily K. Dillow

Enclosures
THOMAS M. DONAHOO
WILLIAM B. McMENAMY
THOMAS M. DONAHOO, JR.
EMILY K. DILLOW
JOHN W. DONAHOO
(1907-1993)

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ARTICLES OF INCORPORATION
OF
THE HELLEIN FOUNDATION, INC.

The undersigned incorporator to these Articles of Incorporation, hereby executes said Articles of Incorporation for the purpose of forming a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida.

ARTICLE 1. NAME AND ADDRESS

The name of the corporation and the street address of the initial principal office is THE HELLEIN FOUNDATION, INC., 4446 Hendricks Avenue, Jacksonville, Florida 32207. The mailing address of the corporation shall be the same as the street address.

ARTICLE 2. DURATION

This corporation is to exist perpetually.

ARTICLE 3. PURPOSE

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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.

ARTICLE 4. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 245 Riverside Avenue, Suite 450, Jacksonville, FL 32202, and the name of the initial registered agent is Thomas M. Donahoo, Jr.

I hereby state that I am familiar with the obligations of, and accept appointment as registered agent on behalf of THE HELLEIN FOUNDATION, INC.



THOMAS M. DONAHOO, JR.

ARTICLE 5. BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The manner in which the directors are elected or appointed is set forth in the Bylaws of the corporation. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Sean Hellein	4446 Hendricks Avenue Jacksonville, FL 32207
Karen Schrader	4446 Hendricks Avenue Jacksonville, FL 32207
Heather Sitkowski	772 Plantation Way Gallatin, TN 37066

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STATE OF FLORIDA
SECRETARY OF CORPORATIONS

ARTICLE 6. INCORPORATOR

The name and post office address of the Incorporator to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas M. Donahoo, Jr.	245 Riverside Avenue, Suite 450 Jacksonville, FL 32202

ARTICLE 7. DISSOLUTION AND DISTRIBUTION

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 Internal Revenue 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.

ARTICLE 8. MISCELLANEOUS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, Bylaws, or by the laws of the State of Florida, the following limitations of powers shall apply:

(1) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3.

(2) 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.

(3) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) or 2055 of the Code.

(4) If the corporation is a Private Foundation within the meaning of Section 509 of the Code, and is not an Operating Foundation as defined by Section 4942(j)(3) of the Code, then the following provisions shall 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 Code.

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

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

(d) The corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code.

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE 9. INDEMNIFICATION

The Corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding pursuant to the provisions of Section 617.0831 of the Florida Not For Profit Corporation Act.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 12 day of December, 2012, for the purpose of forming this non-profit corporation under the Non-Profit Corporation Law of the State of Florida, and I hereby make and file in the office of the Secretary of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.



THOMAS M. DONAHOO, JR.

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