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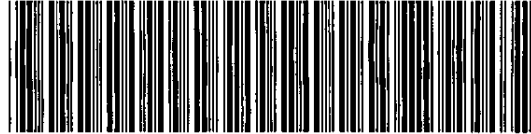
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COVER LETTER

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

SUBJECT: McMow - Wardell Art Glass Institute, 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: Taylor Materio
Name (Printed or typed)

701 N. Dixie Hwy
Address

Lake Worth, FL 33460
City, State & Zip

561-585-9011
Daytime Telephone number

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

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

Original

**ARTICLES OF INCORPORATION
OF
McMow – Wardell Art Glass Institute, INC.**

The undersigned hereby associate ourselves together for the purpose of becoming incorporated under the laws of Florida pursuant to Chapter 617, Florida Statutes not for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation:

**I.
NAME**

The name of this Corporation is **McMow – Wardell Art Glass Institute, INC.**

**II.
PLACE OF BUSINESS**

The address of the principal office is 701 North Dixie Hwy, Lake Worth, Florida 33460, and the mailing address of the Corporation is 701 North Dixie Hwy, Lake Worth, Florida 33460. The Board of Directors may from time to time move the principal office to any other place or places as may be designated by the Board of Directors.

**III.
DURATION**

The period of the duration of this Corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon filing with the Secretary of State,

**IV.
PURPOSE**

This corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of the 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. The specific and primary purposes for which the corporation is formed are:

1. Improve the lives of at-risk members of the community through art glass education & activities.

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2. To develop and publicize effective art glass education and programs.
3. To support, encourage and promote effective programs for art glass education.
4. To support, encourage and promote through recognition, programs for art glass education.
5. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on behalf of any candidate for public office. At no time shall the corporation engage in partisan politics nor any political activities contrary to or in contravention of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or any successor provision thereof.
6. The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests

V. USE OF INCOME

7. No part of the net earnings of the incorporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the 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. All revenues received from the conduct of the corporation business, and all property within its possession, shall be used solely to defray the expense, compensate employees and maintain the corporation and not for the direct benefit of the members of this corporation shall not carry on any other activities not to be permitted to be carried on (a) by a corporation exempt from federal income taxes under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or any successor provision thereof., or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended, or any successor provision thereof.

VI.
POWERS OF CORPORATION

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors (also referred to as "Trustees"). The number of Directors of the corporation shall be five (5), provided, however that such number may be changed by a bylaw duly adopted by the members. The Directors named herein as the initial Board of Directors shall hold Office until the first meeting of the Board at which time an election of Directors shall be held. Said corporation is to have the power to do any and all things necessary or expedite for carrying out the said objectives and purposes of the corporation and in general to possess all rights, privileges, and immunities, and enjoy all benefits granted to corporations of similar character under the laws of the State of Florida.

VII.
QUALIFICATION FOR MEMBERSHIP

The membership of this corporation shall at all times consist of persons who are involved in the operation and organization of the affairs of the corporation. The rights of all members shall be equal. Each member shall be entitled to one vote. Members, prospective members, must agree to be bound by these Articles, any amendments thereto, and the By-Laws of the corporation, as may be adopted by the Board of Directors.

VIII.
OFFICERS

The Board of Directors shall elect the following officers, President, Vice President, Secretary, and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. The officers shall be elected in accordance with the corporation By-Laws. The officers presently elected and who shall retain office until new elections are held or at such time as prescribed in the corporation's By-Laws, are as follows:

Name

Address

1
2
3
4
5

**XI.
BOARD OF DIRECTORS**

The Board of Directors of this corporation shall consist of five (5) member of the corporation being the current president, current vice-president, current secretary, and the current treasurer. Each of these members shall be elected by the corporation as provided in the By-Laws, and shall continue in office until the last annual meeting of the next year of the corporation for the election of directors and officers or until their successors shall be elected and qualified, unless there occurs a vacancy by resignation, death or removal. In the event of such contingencies arising, vacancies will be filled as provided in the By-Laws. The annual meeting of the Board of Directors shall be held as such time as may be provided in the By-Laws in order to receive reports of the officers and committees, pass upon the same and turn over the affairs of the corporation to the newly elected Board of Direction. Other meetings may be provided for at regular times or may be called by the Board of Directors. The Board of Directors shall manage the business affairs of this corporation.

The initial Board of Directors are as follows:

Name

Address

1
2
3
4
5

**X.
REGISTERED AGENT**

The street address and city of the registered office of the Corporation is:

701 North Dixie Hwy, Lake Worth, Florida 33460

The name of the registered agent at such address is Taylor Materio.

XI.
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All members, officers and directors of this Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

XII.
NON-STOCK BASIS

This Corporation is organized on a non-stock basis.

XIII.
AMENDING BY-LAWS

Subject to the limitations contained in the By-laws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the Corporation, the By-laws of this Corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, either by a resolution of the Board of Directors or by following the procedures set forth in the By-laws.

XIV.
DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the income or assets of this corporation shall ever inure for the benefit of any director, officer, or member, if any, of this corporation, or any other private person. On the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ACCEPTANCE BY REGISTERED AGENT

Taylor Materio, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of this acceptance, does agree to abide by the provisions of Section 617.0501, Florida Statutes, with respect to the duties of a registered agent and agrees to maintain normal business hours, in accordance with Section 48.091, Florida Statutes, at the following address: **701 North Dixie Hwy, Lake Worth, Florida 33460**

BY: 
Taylor Materio
Date: 9/27/2016

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**XV.
AMENDMENTS TO ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors by a vote of two thirds of a quorum by the Board of Directors of the Corporation.

**XVI.
INCORPORATORS**

The name and addresses of the original incorporators are as follows:

Taylor Materio
701 North Dixie Hwy, Lake Worth, Florida 33460

These Articles of Incorporation shall become effective upon the filing and approval by the Secretary of State as indicated and may be amended in any manner consistent with Florida Law.

IN WITNESS WHEREOF, the undersigned pursuant to the laws of the State of Florida does hereby make and file in the office of the Secretary of State of Florida these Articles of Incorporation and further certifies that the facts stated herein are true and correct. I am aware that the false information submitted in the document to the Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.

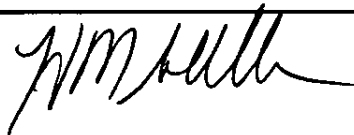

Taylor Materio

VERIFICATION

STATE OF FLORIDA
County of Palm Beach

The foregoing instrument was acknowledged before me this 27th day of September, 2016, Taylor Materio, who is (personally known) to me OR who provided a valid driver's license as identification and who / did OR did not take an oath stating that he is the individual described herein and that he executed the forgoing Articles of Incorporation and acknowledged to me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above on this 27th day of September, 2016.





H. M. ADLER
MY COMMISSION # FF 048202
EXPIRES: August 25, 2017
Bonded Thru Budget Notary Services

NOTARY PUBLIC
Notary Public: H. M. Adler
My Commission Expires: 8/25/17

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