

N210 0000 9171

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

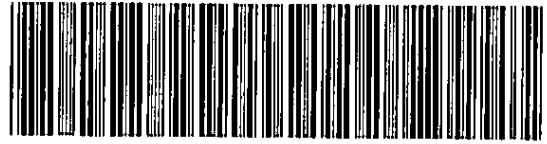
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300370580933

FILED  
21 JUL 28 PM 12:43  
SOUTH FLORIDA  
TALLAHASSEE, FLORIDA

D O'KEEFE  
AUG 02 2021

Gosia J. Bochenek  
[gbochenek@cochranallan.com](mailto:gbochenek@cochranallan.com)  
Direct dial: 703.847.4482  
Admitted in VA, DC and CT

July 27, 2021

**Via UPS**  
**Next Day Delivery**

Department of State  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe St., Ste 810  
Tallahassee, FL 32303

**Re: ROBERT CURTISS WOOD FOUNDATION, INC.**

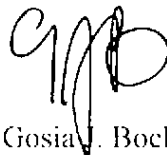
Dear Sir or Madam:

Enclosed for filing are the following documents:

- (1) One original and one copy of the Articles of Organization for Robert Curtiss Wood Foundation, Inc., a Florida nonprofit, nonstock corporation; and
- (2) A check in the amount of \$70.00 for the filing fee.

If you have any questions regarding the enclosed documents, please call me at 703.847.4482.

Sincerely,



Gosia J. Bochenek

Enclosures

21 JUL 28 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ROBERT CURTISS WOOD FOUNDATION, INC.**  
**ARTICLES OF INCORPORATION**

The undersigned, for the purpose of organizing a non-profit, nonstock corporation pursuant to § 617.0202 of the Florida Not For Profit Corporation Act (the "Florida Not For Profit Corporation Act"), states as follows:

**1. Name:** The name of the corporation is Robert Curtiss Wood Foundation, Inc. (the "Foundation").

**2. Purpose and Activities:** The Foundation is organized and shall be operated exclusively for charitable, scientific, religious and educational purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"). Without limiting the scope of the Foundation's permissible charitable activities, the Foundation's primary activity shall be to teach orphaned children in developing nations English, computer skills and life skills to assist them in job training and placement, and overcoming life challenges and to engage, subject to the foregoing limitation and those set forth below, in any lawful act or activity for which a corporation may be organized under the Florida Not For Profit Corporation Act.

**3. Powers:** The Foundation shall have all the general powers enumerated in the Florida Not For Profit Corporation Act, subject to the limitations set forth herein. Without limiting the generality of the foregoing, the Foundation shall have the power to receive grants, gifts and contributions, outright, in trust, or in any other form, and the power to maintain funds of real or personal property. The Foundation is not organized for profit and shall not have authority to issue capital stock.

**4. Restrictions:** The Foundation shall not carry on any activities not permitted to be carried on by an organization that is exempt from federal income taxation under section 501(a) of the Code, as an organization described in sections 170(c)(2) and 501(c)(3) of the Code. No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its directors, officers, other private individuals or organizations organized and operated for a profit, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as above stated.

If, at any time, the Foundation is deemed to be a private foundation as defined in Section 509 of the Code, then so long as the Corporation is deemed a private foundation, it shall not: (i) engage in any act of self-dealing as defined in section 4941(d) of the Code; (ii) make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code; (iii) not retain excess business holdings as defined in section 4943(c) of the Code; (iv) not make investments in such manner as to subject it to the tax under section 4944 of the Code; and (v) not make taxable expenditures as defined in section 4945(d) of the Code. Specifically, no substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

5. **Duration:** The Foundation shall have perpetual existence.

6. **Members:** The Foundation shall have no members.

7. **Directors; Manner of Election:** Subject to the limitations set forth herein and except as otherwise provided by applicable law, the Foundation shall be governed by a Board of Directors, which shall have the power to manage the Foundation and its activities, including but not limited to the power to adopt and amend the Bylaws of the Foundation. The initial number of directors shall be three (3) and the initial directors shall hold office until the first annual meeting of the Board of Directors. Thereafter, directors shall be elected in such numbers as the Board of Directors shall determine by vote of at least two-thirds (2/3) of the directors then serving. The names and addresses of the initial directors of the Foundation are:

Robert C. Wood - 4004 Maguire Blvd, #6303, Orlando, Florida 32803

James P. Smith - 1150 Connecticut Avenue NW, Suite 730, Washington, DC 20036

Gosia J. Bochenek - 8000 Towers Crescent Drive, Suite 160, Tysons Corner, VA 22182

8. **Amendment:** The Board of Directors may amend these Articles at any time by vote of at least two thirds (2/3) of the directors then serving.

9. **Liability:** Subject to the limitations set forth herein, the Foundation may indemnify its fiduciaries and agents to the greatest extent permitted by applicable law. The personal liability of the directors and officers of the Foundation is hereby eliminated to the greatest extent permitted by applicable law.

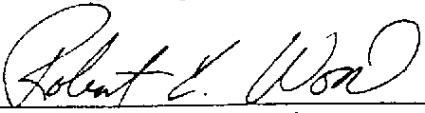
10. **Dissolution:** Upon the dissolution or final liquidation of the Foundation, the Board of Directors, after paying or making provision for the payment of all lawful debts and liabilities of the Foundation, shall distribute the assets of the Foundation to such one or more organizations as the Board of Directors shall select, provided each such recipient organization is organized and operated exclusively for purposes consistent with the purposes of the Foundation and is exempt from federal income taxation under section 501(a) of the Code, as an organization described in sections 170(c)(2) and 501(c)(3) of the Code. Any assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Code or to a state or local government for a public purpose.

11. **Definitions:** References herein to sections of the Code are to sections of the Internal Revenue Code of 1986, as amended from time to time, or to the corresponding provisions of any future United States internal revenue law. References herein to the Florida Not For Profit Corporation Act are to the provisions of such law as amended from time to time, or to the corresponding provisions of any subsequent Florida law.

12. **Principal Place of Business and Mailing Address.** The address of the Foundation's principal place of business and mailing address in the State of Florida is 4004 Maguire Blvd, #6303, Orlando, Florida 32803.

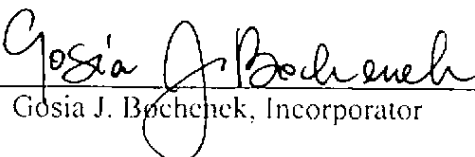
**13. Registered Agent; Registered Office:** The name of the Foundation's initial registered agent is Robert C. Wood. The address of the Foundation's initial registered office, which is the business office of the initial registered agent is 4004 Maguire Blvd. #6303, Orlando, Florida 32803.

*I hereby confirm my acceptance of appointment as a registered agent of the Foundation. I am familiar with and accepts the obligations of §617.0501 of the Florida Not For Profit Corporation Act.*

  
Robert C. Wood

**14. Incorporator:** The name and address of the Incorporator is: Gosia J. Bochenek, 8000 Towers Crescent Drive, Suite 160, Tysons Corner, VA 22182

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a documents to the Department of State constitutes a third degree felony as provided in S. 817.155, F.S.*

  
Gosia J. Bochenek, Incorporator      7.26.21      Date

FILED  
21 JUL 28 PM 12:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA