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## FLORIDA NON-PROFIT CORPORATION

THE IGWT FAMILY FOUNDATION, INC.

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**FLORIDA DEPARTMENT OF STATE**

**Katherine Harris**  
Secretary of State

December 20, 2000

FAS-T

SUBJECT: THE IGWT FAMILY FOUNDATION, INC.  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight  
Document Specialist

FAX Aud. #: E00000065123  
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**ARTICLES OF INCORPORATION  
OF  
The IGWT FAMILY FOUNDATION, INC.**

**a Florida nonprofit corporation**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is IGWT FAMILY FOUNDATION, INC.

**ARTICLE II - NOT FOR PROFIT**

The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes (1981). The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**ARTICLE III - DURATION**

The duration of the Corporation is perpetual.

**ARTICLE IV - PURPOSES**

A. The purposes of this Corporation are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code") or the corresponding provisions of any future United States Internal Revenue Code and Regulations. The Corporation's purpose as stated shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of the Code. The Corporation may receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable purposes, either directly or by contributions to organizations that qualify as exempt organizations under Sec. 501(c)(3) of the Code and Regulations as they now exist or as they may hereafter be amended.

B. The Corporation is organized, and shall be operated exclusively to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. The Corporation is organized, and shall be operated to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

D. Notwithstanding anything to the contrary contained within these Articles of Incorporation, the Corporation shall not conduct any activities which are not provided in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### ARTICLE V-LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation to an officer or any private individual may be paid for services rendered to or for the Corporation affection one or more of its purposes), and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 any candidate for public office.

B. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Sec. 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

C. The Corporation shall not engage in any act of self-dealing as defined in Sec. 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

D. The Corporation shall not retain any excess business holdings as defined in Sec. 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

E. The Corporation shall not make any investments in such manner as to subject it to tax under Sec. 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

F. The Corporation shall not make any taxable expenditures as defined in Sec. 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

G. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Sec. 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Sec. 170(c)(2) of the Internal Revenue Code and said regulations as they now exist or as they may hereafter be amended.

H. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code and directly related to the Corporation's charitable purposes.

I. 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.

J. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Sec. 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where 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 VI - MEMBERS**

The corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

NAME	ADDRESS
Rudolph A. McGlashan	15830 N.W. 83 PL Miami Lakes, FL 33016
Patricia A. McGlashan	15830 N.W. 83 PL Miami Lakes, FL 33016
Stefan A. McGlashan	15830 N.W. 83 PL Miami Lakes, FL 33016
Yohan A. McGlashan	15830 N.W. 83 PL Miami Lakes, FL 33016

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial Registered Agent of the Corporation is:

Phillip B. Rarick Esq.  
Miami Lakes Executive Center  
7850 N.W. 146th St., Suite 502  
Miami Lakes, FL 33016

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Phillip B. Rarick

The principle office address of the Corporation is:  
15830 N.W. 83 PL  
Miami Lakes, FL 33016

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### **ARTICLE VIII-INITIAL BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

Rudolph A. McGlashan

15830 N.W. 83 PL  
Miami Lakes, FL 33016

Patricia A. McGlashan

15830 N.W. 83 PL  
Miami Lakes, FL 33016

David J. Iselborn

3117 Sebring Ct.  
Jacksonville, FL 32223

Phillip B. Rarick

7850 N.W. 146<sup>th</sup> St., Ste. 502  
Miami Lakes, FL 33016

### **ARTICLE IX- OFFICERS**

The Officers of the corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name of each initial Officer of the Corporation is as follows:

#### **TITLE**

#### **NAME**

President  
Vice-President  
Secretary  
Treasurer

RUDOLPH A. MCGLASHAN  
PATRICIA A. MCGLASHAN  
PATRICIA A. MCGLASHAN  
RUDOLPH A. MCGLASHAN

**ARTICLE X - INCORPORATORS**

The name and address of each Incorporator is as follows:

NAME	ADDRESS
Rudolph A. McGlashan	15830 N.W. 83 PL Miami Lakes, FL 33016 -
Patricia A. McGlashan	15830 N.W. 83 PL Miami Lakes, FL 33016

**ARTICLE XI - BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 607.081, Florida Statutes (1981), as amended from time to time, shall govern the Bylaws.

**ARTICLE XII - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Voting Members, Directors and Officers are subject to this reservation.

**ARTICLE XIII - NONSTOCK BASIS**

The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

**ARTICLE XIV - INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

**ARTICLE XV - COMMENCEMENT OF CORPORATE EXISTENCE**



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In accordance with Section 617.014, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this December 7, 2000.

  
RUDOLPH A. MCGLASHAN

  
PATRICA A. MCGLASHAN

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