

NO1000003971



ACCOUNT NO. : 072100000032

REFERENCE : 177249 82866A

AUTHORIZATION *Patricia Pujols*

COST LIMIT : \$ 78.75

2001 JUN -7 PM 3:29  
TALLAHASSEE FLORIDA

ORDER DATE : June 7, 2001

ORDER TIME : 11:15 AM

ORDER NO. : 177249-005

CUSTOMER NO: 82866A

CUSTOMER: Mr. Michael E. Workman  
Clark & Campbell, P.a.

4740 Cleveland Heights Blvd

Lakeland, FL 33813

2001 JUN -7 PM 12:07  
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: MOLDOVAN CHILDREN'S AUDIOLOGY  
FOUNDATION, INC.

EFFECTIVE DATE:

500004375895--7

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

*JR* 6/7/01

EFFECTIVE DATE

10/06/01

ARTICLES OF INCORPORATION

OF

MOLDOVAN CHILDREN'S AUDIOLOGY FOUNDATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

2001 JUL -7 PM 3:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a Florida not for profit corporation under the provision of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE I: NAME AND ADDRESS

The name of this corporation is MOLDOVAN CHILDREN'S AUDIOLOGY FOUNDATION, INC. Its address is c/o Gregory Spirakis, 3944 Cedar Way, Land o' Lakes, Florida 34639.

ARTICLE II: PURPOSES

The general purposes for which this corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States tax code. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on

(a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States tax code, or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of

the Internal Revenue Code, or the corresponding provision of any future United States tax code.

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

The corporation shall further function and operate as a Florida not for profit corporation specifically for the following purposes and with the following objectives:

To acquire, ship, deliver, repair and distribute medical equipment and supplies including, without limitation, hearing aids, antibiotics, medicines and other instrumentalities, to aid poor and indigent children of Moldova who are deaf or hard of hearing, and who might otherwise have a lower quality of life without the benefit of such humanitarian and charitable efforts.

### ARTICLE III: POWERS

The corporation shall have the power to:

1. Have succession by its corporate name for the period set forth in its articles of incorporation.
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
3. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit."

4. Elect or appoint such officers and agents as its affairs shall require.
5. Adopt, change, amend and repeal By-Laws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
6. Increase, by a vote of its members cast as the By-Laws may direct, the number of its directors, managers, or trustees so that the number shall not be less than three (3) but may be any number in excess thereof.
7. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or any foreign country.
9. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
10. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets.
12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
13. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the

payment of funds so loaned or invested.

14. Make donations for the public welfare or for religious, charitable, scientific, education, or other similar purposes.
15. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
16. Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

#### ARTICLE IV: PROHIBITIONS AND REQUIREMENTS

At any time during which the corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code ("I.R.C."), it shall not:

(a) Engage in any act of "self-dealing" as defined in I.R.C. §4941(d), which would give rise to any liability for tax imposed by I.R.C. §4941(a);

(b) Retain any "excess business holdings", as defined in I.R.C. §4943(c), which would give rise to any liability for tax imposed by I.R.C. §4943(a);

(c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of I.R.C. §4944, so as to give rise to any liability for tax imposed by I.R.C. §4944(a);

(d) Make any "taxable expenditures," as defined in I.R.C. §4945(d), which would give rise to any liability for tax imposed by I.R.C. §4945(a);

(e) During the period it is a "private foundation" as defined in I.R.C. §509, the corporation shall distribute, for the purposes specified in its articles of organization, for each taxable year, amounts at least sufficient to avoid liability for tax imposed by I.R.C. §4942(a).

## ARTICLE V: COMPENSATION AND DISTRIBUTION OF ASSETS ON DISSOLUTION

No officer or member of the board of directors of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the corporation, except actual expenses to or on behalf of said corporation, if authorized by the board of directors.

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 further United States tax code, 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 such court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE VI: LOCATION AND RESIDENT AGENT

The location of the corporation is in the City of Land o' Lakes, County of Pasco, State of Florida. Its principal office shall be located at 3944 Cedar Way, Land o' Lakes, Florida 34639. The name and address of its initial Resident Agent in Florida is Michael E. Workman, located at 4740 Cleveland Heights Boulevard, Lakeland, Florida 33813.

## ARTICLE VII: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Michael E. Workman	4740 Cleveland Heights Boulevard, Lakeland, Florida 33813

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.

## ARTICLE VIII: MEMBERSHIP

(a) Membership in this corporation shall be open to any interested adult over eighteen (18) years of age who is not currently a full time high school student.

(b) Only members in good standing of the corporation as defined in the By-Laws shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions.

## ARTICLE IX: OFFICERS

(a) The officers of this organization shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as may be provided for in the By-Laws adopted by the corporation and as amended from time to time.

(b) The names of the persons who are to serve as officers of the corporation until the first annual meeting of the membership in accordance with the By-Laws are:

President	Gregory Spirakis
Vice President	Stephen L. Thomas
Secretary	Susan Spirakis
Treasurer	Susan Spirakis

(c) The officers shall be elected as provided for in the By-Laws adopted by the corporation and as amended from time to time.

## ARTICLE X: BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the board of directors. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three (3).

- (a) The board of directors shall be members of the corporation.
- (b) Members of the board of directors shall be elected and hold office in accordance with the By-Laws.
- (c) The names and addresses of those who are to serve as the initial directors until the first annual meeting of the membership of the corporation, are:

Gregory Spirakis	3944 Cedar Way Land o' Lakes, Florida 34639
Stephen L. Thomas	3527 Rosslare Lane Lakeland, Florida 33803
Susan Spirakis	3944 Cedar Way Land o' Lakes, Florida 34639

#### ARTICLE XI: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in accordance with Florida law in effect at the time. The procedure to amend articles of incorporation is currently set out in Florida Statutes, §617.017.

#### ARTICLE XII: EXISTENCE

This corporation is to exist perpetually beginning with the execution of these Articles of Incorporation.



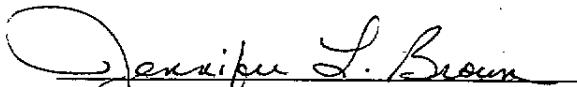
IN WITNESS WHEREOF, I, Michael E. Workman, the undersigned subscribing incorporator have hereunto set my hand and seal this \_\_\_\_ day of June, 2001, for the purpose of forming this not for profit corporation under the laws of the State of Florida.

  
MICHAEL E. WORKMAN

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of June, 2001, by Michael E. Workman on behalf of MOLDOVAN CHILDREN'S AUDIOLOGY FOUNDATION, INC..



  
Notary Public-State of Florida

(Print, Type or Stamp Commissioned Name of Notary Public)

Personally Known ✓ OR Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.


Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Land o' Lakes, County of Pasco State of

Florida, has named Michael E. Workman, Esquire, located at 4740 Cleveland Heights Boulevard, Polk County, Lakeland, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the appointment to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.

  
MICHAEL E. WORKMAN  
Registered Agent

2001 JUN -7 PM 3:29  
TALLAHASSEE FLORIDA