

ACCOUNT NO. : 072100000032

REFERENCE : 290017 6383A

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : July 27, 2001

ORDER TIME : 3:49 PM

ORDER NO. : 290017-005

CUSTOMER NO: 6383A

CUSTOMER: Andre J. Patrone, Esq
Andre J. Patrone, Esq

12685 New Brittany Boulevard

Fort Myers, FL 33907

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DOMESTIC FILING

NAME: TANYA B. MILLER FOUNDATION,
INC.

EFFECTIVE DATE:

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: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

1226
WOL-17423

FILED
2001 JUL 27 PM 1:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

8/27/01

RESUBMIT
Please give original
submission date as file date.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED

2001 JUL 27 PM 1:56

SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 30, 2001

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: TANYA B. MILLER FOUNDATION, INC.
Ref. Number: W01000017423

We have received your document for TANYA B. MILLER FOUNDATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 601A00043903

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2001 AUG 24 PM 1:43

NOT INTRODUCED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

RESUBMIT
Please give original
submission date as file date.

**ARTICLES OF INCORPORATION
OF THE
TANYA B. MILLER FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION**

FILED

2001 JUL 27 PM 1:56

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE

NAME

The name of this corporation is TANYA B. MILLER FOUNDATION, INC.

ARTICLE TWO

STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE THREE

GENERAL AND SPECIFIC PURPOSES

- (a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of religion, charity, education and for other charitable purposes.
- (b) The general purposes for which this corporation is formed are to operate exclusively for such religious, charitable, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) 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 or against any candidate for public office.

ARTICLE FOUR

TERM

This corporation shall have a perpetual existence.

ARTICLE FIVE

MEMBERSHIP

(a) Directors as membership. The sole class of members of this corporation shall be its directors. The manner in which directors are elected or appointed is as stated in Article II of the bylaws of the corporation.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE SIX

SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are:

Tanya B. Miller
2445 West Gulf Drive
Sanibel Island, Florida 33957

Sara Miller-Bauer
17152 Urbank Street N.E.
Ham Lake, Minnesota 55304

Shellene Miller McCagg
15830 E. Prentice Drive
Aurora, Colorado 80015

ARTICLE SEVEN

LOCATION OF PRINCIPAL OFFICE
AND
IDENTIFICATION OF REGISTERED AGENT

(a) The address of the principal office for the transaction of the business of this corporation is 2445 West Gulf Drive, Sanibel Island, Lee County, Florida 33957.

(b) The name and address of this corporation's registered agent is:

Tanya B. Miller
2445 West Gulf Drive
Sanibel Island, Florida 33957

ARTICLE EIGHT

MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted by the directors.

The directors named herein as the first board of directors shall hold office until their successors are elected and have qualified, or until their death, resignation or removal.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of directors are as follows:

Tanya B. Miller
2445 West Gulf Drive
Sanibel Island, Florida 33957

Sara Miller-Bauer
17152 Urbank Street N.E.
Ham Lake, Minnesota 55304

Shellene Miller McCagg
15830 E. Prentice Drive
Aurora, Colorado 80015

(b) Corporate Officers: The officers of the corporation shall be a President, a Secretary and a Treasurer, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. The names of the persons who are to serve as officers of the corporation until their successors are duly elected and qualified are:

Tanya B. Miller, President and Treasurer

Sara Miller-Bauer, Secretary

ARTICLE NINE

BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

ARTICLE TEN

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational and charitable purposes and no part of the net income or asset of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual, 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 in Article Three.

ARTICLE ELEVEN

DISTRIBUTION OF ASSETS

Upon the dissolution or winding up 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 nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious or 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.

ARTICLE TWELVE

AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors, and Amendments may be adopted by the vote to two-thirds of a quorum of directors of the corporation.

ARTICLE THIRTEEN

PRIVATE FOUNDATION PROVISION

(a) Distribution of Income. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

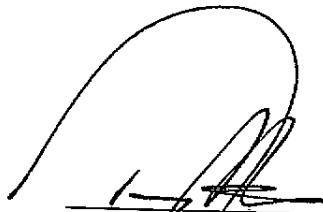
(b) Self-dealing. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.


(c) Excess Business Holdings. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

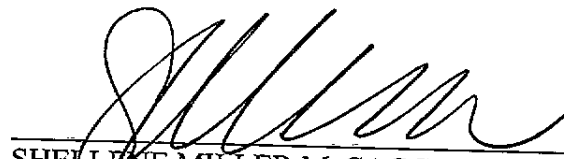
(d) Investments Jeopardizing Charitable Purpose. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(e) Taxable Expenditures. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

IN WITNESS WHEREOF, we, the undersigned being each and all of the original subscribers hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby (jointly and severally) certifying that the facts therein stated are true, and hereby respectively and accordingly set our hands and seals at Fort Myers, Florida, this 24th day of JULY, 2001.


TANYA B. MILLER

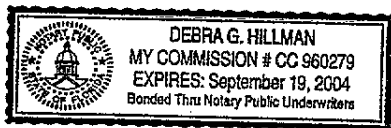

SARA MILLER-BAUER


SHELLENE MILLER McCAGG

STATE OF FLORIDA)
)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgements and administer oaths personally appeared TANYA B. MILLER, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certified and acknowledged that she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 24th day of JULY, 2001.

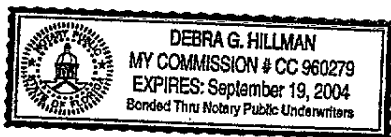


Debra G. Hillman
Notary Public - State of Florida
Commission No.: CC 960279
My commission expires: 9/19/04

STATE OF FLORIDA)
)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgements and administer oaths personally appeared SARA MILLER-BAUER, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certified and acknowledged that she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 24th day of JULY, 2001.

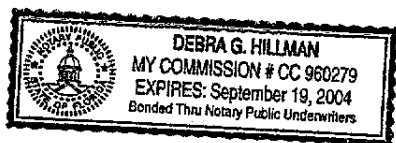


Debra G. Hillman
Notary Public - State of FLORIDA
Commission No.: CC 960279
My commission expires: 9/19/04

STATE OF FLORIDA)
)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared SHELENE MILLER McCAGG, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certified and acknowledged that she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 24th day of JULY, 2001.



Debra G. Hillman
Notary Public - State of
Commission No.: CC 960279
My commission expires: 9/19/04

EXHIBIT A

FILED

CONSENT OF REGISTERED AGENT

2001 JUL 27 PM 1:56

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, whose address is 2445 West Gulf Drive, Sanibel Island, Florida, hereby
consents to appointment as registered agent for the Tanya B. Miller Foundation, Inc.

Date: 7/24/01

By: 

Tanya B. Miller