

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**N010000008658**

*Henry S. + Margaret Gay*

*Mika Charitable Foundation, Inc.*

**FILED**  
01 DEC 10 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

100004716631-8  
-12/10/01--01048--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RECEIVED  
01 DEC 10 PM 1:29  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: *ur*

Name \_\_\_\_\_

Date *12/10*

Time *1:30*

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File *W01-28124*
- \_\_\_\_\_ UCC 11 Search **J. BRYAN DEC 10 2001**
- \_\_\_\_\_ UCC 11 Retrieval **J. BRYAN DEC 12 2001**
- \_\_\_\_\_ Courier \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 10, 2001

CAPITAL CONNECTION, INC.

SUBJECT: HENRY S. AND MARGARET GAY MIKA CHARITABLE  
FOUNDATION, INC.  
Ref. Number: W01000028124

We have received your document for HENRY S. AND MARGARET GAY MIKA CHARITABLE FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 245-6929.

Joey Bryan  
Document Specialist  
New Filing Section

Letter Number: 001A00064952

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

RECEIVED  
01 DEC 11 PM 2:34  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HENRY S. and MARGARET GAY MIKA CHARITABLE FOUNDATION,  
INC.**

**FILED**  
01 DEC 10 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

\*\*\*\*\*

I, the undersigned hereby mutually agree to unite and associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit under Section 617.013 of the Florida Statutes, and for this purpose, I hereby make, execute and adopt the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of this corporation is the HENRY S. and MARGARET GAY MIKA CHARITABLE FOUNDATION, Inc.

**ARTICLE II. TERM OF EXISTENCE**

The term of existence is perpetual. Corporate existence will begin when the corporation is filed with the Secretary of State.

**ARTICLE III. PURPOSES**

The purposes for which the Corporation is organized are:

A. To provide an organization which will fulfill the charitable desires of HENRY S. MIKA, deceased, and MARGARET GAY MIKA and be an organization contributions to which are deductible as charitable contributions under Internal Revenue Code Section 170 during life and Section 2055 at death.

B. To receive and maintain a fund or funds of real and personal

property, or both, 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, religious, scientific, literary, or educational purposes, to achieve the purposes of this organization within the meaning of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

C. Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code , and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue Code Section 501(c)(3) or corresponding provisions of any subsequent Federal tax law.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, 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 carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h) or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or corresponding sections of any prior or future Internal

Revenue Code, or to the Federal, State or local government for exclusive public purpose.

In any taxable year in which the corporation is a private foundation as described in Internal Revenue Code Section 509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Internal Revenue Code Section 4942, and the Corporation shall not (A) engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d) or retain any excess business holdings as defined in Internal Revenue Code Section 4943(c); (B) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code Section 4944; or (C) Make any taxable expenditure as defined in Internal Revenue Code Section 4945(d) or corresponding provisions of any subsequent Federal tax laws.

#### ARTICLE IV

(A) The initial registered office of the corporation is to be located at 46. N. Washington Blvd., Suite 27., Sarasota, Florida 34236 and the initial resident agent is George Browning III.

(B) The territory in which its activities are principally to be conducted is the United States of America.

(C) The initial directors of the corporation until the first annual meeting are as follows:

The method of election of directors is as stated in the bylaws.

MARGARET GAY MIKA, 8400 Vamo Road, Apt 536, Sarasota, Florida 34231.

DONNA GLADIS, 8900 Karver Lane, Annandale, VA 22003.

GEORGE BROWNING III, 46 N. Washington Blvd., Suite 27, Sarasota, FL 34236

The Board of Directors shall not be less than three nor more than five members.

#### **ARTICLE V. POWERS**

A. This corporation shall have the power to do any and all things necessary or expedient for the accomplishment of the objects and purposes of this corporation, including, but not limited to, the power to acquire and dispose of real and personal property, to enter into contracts and to incur obligations in the name of the corporation, and in general to possess all rights, privileges and immunities, and to enjoy all of the benefits granted to corporations not for profit under the laws of the State of Florida and now enacted or hereafter amended, and in particular, Section 617.013, Florida Statutes.

B. The Corporation shall be able to receive bequests from wills or trusts.

C. The corporation shall have the power to retain original assets and other property transferred, devised or bequeathed for such time, to invest and reinvest corporate assets in any type of property or security or accounts, and acquire or retain any investment the officers of the corporation deem advisable although such property may not be of the character usually held by trustees or fiduciaries under trust investment law. The corporation through its officers shall exercise any options, rights, conversion privileges pertaining to any securities held by the corporation.

D. The corporation may make grants or otherwise encourage and support other organizations, individuals or groups engaged in similar activities, and may establish or make awards to persons or organizations for the purposes of fostering good citizenship, benefiting education, and for other charitable purposes.

## **ARTICLE VI. SUBSCRIBERS**

The name and residence address of the subscriber to these Articles of Incorporation is:

MARGARET GAY MIKA, 8400 Vamo Road, Apt 536, Sarasota, Florida 34231.

## **ARTICLE VII. OFFICERS**

The affairs of the corporation shall be conducted and managed by a President, a Secretary and a Treasurer, who will be elected in accordance with the By-laws of the Corporation. The initial officers shall be:

President, Secretary, Treasurer: MARGARET GAY MIKA, 8400 Vamo Road, Apt 536, Sarasota, Florida 34231.

## **ARTICLE VIII. BY-LAWS**

The By-laws of the Corporation are to be made and adopted by the original incorporator and may be altered or rescinded by two-thirds of the Directors.

## **ARTICLE IX. AMENDMENTS**

The Articles of Incorporation of the Corporation may be amended by the affirmative vote of two-thirds majority of the Directors of the Corporation present and voting at any regular meeting called for that purpose.

## **ARTICLE X. LIMITATIONS**

A. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and educational within the

meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

B. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted by an organization exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

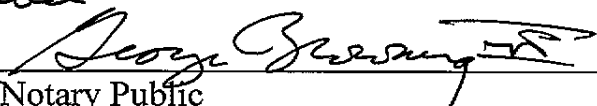
IN WITNESS WHEREOF, the undersigned, as subscribing Officer, has hereunto set her hand and seal this <sup>DECEMBER</sup> 5<sup>th</sup> day of November, 2001.

  
MARGARET GAY MIKA *MGM*

STATE OF FLORIDA  
COUNTY OF SARASOTA

Before me, the Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared MARGARET GAY MIKA to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed and subscribed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 5<sup>th</sup> day of <sup>December</sup> November, 2001.

  
Notary Public



George Browning, III.  
MY COMMISSION # CC991251 EXPIRES  
April 30, 2005  
BONDED THRU TROY FAIR INSURANCE, INC.



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

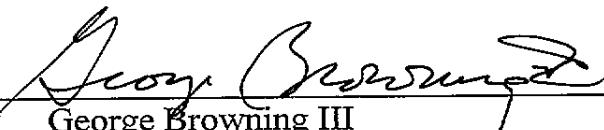
In pursuance of Chapter 607.034 of Florida Statutes, the following is submitted in compliance with said Act:

**FIRST:** That HENRY S. and MARGARET GAY MIKA CHARITABLE FOUNDATION, INC., with its principal office at 46 N. Washington Blvd., Suite 27, Sarasota, FL 34236 has named George Browning III as its Registered Agent to accept services of process within this State.

**DIRECTORS:** The business of this corporation shall be managed by its Board of Directors.

**ACKNOWLEDGEMENT**

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

  
George Browning III  
Registered Agent

**FILED**  
01 DEC 10 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA