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FLORIDA NON-PROFIT CORPORATION

The Whitney Foundation

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**Articles of Incorporation
of
The Whitney Foundation, Inc.**

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The undersigned, Ronald S. Simon, acting as incorporator of a corporation under the Florida Not for Profit Corporation Act, adopts the following articles of incorporation:

Article I. Name

The name of the corporation is The Whitney Foundation, Inc.

Article II. Purpose

A. The specific and primary purposes for which this corporation is formed are as follows:

1. To help underprivileged or troubled children find their place in society and become a benefit to their community and country.
2. To provide youth centers and programs comparable to the Girls & Boys clubs and the Y programs, to include sports programs, counseling, and financial assistance where appropriate.
3. To help pregnant teens or teens with children to finish school or learn trades.
4. To assist local law enforcement, both cities and counties, with existing teen programs and provide or assist with scholarships and job placement.

B. The general purposes for which this corporation is formed are as follows:

1. To solicit funds from the general public, institutions, and other organizations in sufficient amounts to accomplish the goals of the corporation.
2. To enter into all lawful contracts and obligations essential or convenient for the transaction of the affairs of the corporation and to borrow money and issue notes, bills and evidence of indebtedness or mortgage, as the corporation may deem advisable, within the limits approved by its bylaws, and do any other thing necessary, suitable and proper for the accomplishment of any objects specified here or which may at any time appear conducive to or expedient for the interests or benefits of this corporation or its members.
3. To expand monies received, collected or earned by this corporation from all sources for the payment and discharge of all costs and obligations incurred by the corporation in carrying out the purposes for which this corporation is formed.
4. To acquire or otherwise, own, and enjoy in fee simple, or otherwise, any personal, real or mixed property necessary for the uses and purposes of this corporation; and to

dispose of the same at the pleasure of the corporation and for the users and purposes for which this corporation is formed.

5. To do all lawful things and acts which this corporation at any time shall, in the discretion of the directors deem to be in the best interest of the members and to pay all costs and expenses in connection with these acts.

Article III. Duration

The corporation shall have perpetual duration.

Article IV. Tax Exemption Requirements

A. The corporation is organized and operated exclusively for the purposes set forth in Article II herein.

B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

Article V. Restrictions on Private Foundations

Notwithstanding any other provision in these Articles, if this corporation is deemed or determined to be a "private foundation" within the meaning of section 509 of the Internal Revenue Code, then this corporation shall be subject to the following limitations and restrictions:

1. 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, or the corresponding section of any future federal tax code.

2. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. The corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VI. No Members

The corporation shall have no members.

Article VII. Registered Office and Agent

The street address of the initial registered office of the corporation is 1612 E. Cape Coral Parkway, Cape Coral, Florida 33904. The name of the original registered agent as such address is Marie Code, Esq.

Article VIII. Board of Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted, by a board of directors. The number of directors of the corporation shall be three (3); provided, however, that the number of directors can be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The directors named in these articles as the first board of directors shall hold office until the first annual meeting, at which time an election of directors shall be held.

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 the members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the board. Such action by written consent will 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 relating to actions so taken must 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 of the persons who are to serve as the initial directors are:

Russell A. Whitney
1612 E. Cape Coral Parkway
Cape Coral, Florida 33904

Ingrid Whitney
1612 E. Cape Coral Parkway
Cape Coral, Florida 33904

Ronald S. Simon
1612 E. Cape Coral Parkway
Cape Coral, Florida 33904

Article IX. Incorporators

The name of the incorporator is:

Ronald S. Simon
1612 E. Cape Coral Parkway
Cape Coral, Florida 33904

Article X. Officers

The board of directors shall elect the president, treasurer, secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Russell A. Whitney - President
1612 E. Cape Coral Parkway
Cape Coral, Florida 33904

Ingrid Whitney - Secretary
1612 E. Cape Coral Parkway
Cape Coral, Florida 33904

Ronald S. Simon - Treasurer
1612 E. Cape Coral Parkway
Cape Coral, Florida 33904

Article XI. Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not for Profit Corporation Act, the 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 procedures set forth for such action in the bylaws.

Article XII. Property and Profits

The property of this corporation is irrevocably dedicated to the purposes set forth in Article II herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article II herein.

Article XIII. Distribution upon Dissolution

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any

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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, that are organized and operated exclusively for such purposes.

Article XIV. Amendments

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the board of directors. Amendments may be adopted by a vote of a quorum of members of the corporation.

Article XV. Limited Liability of Directors and Officers

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and their private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of Florida shall not be denied or limited by the bylaws.

I, the undersigned, being the incorporator of this corporation for the purpose of forming this nonprofit corporation under the laws of the state of Florida have executed these articles of Incorporation on April 1, 2003.

Incorporator



Ronald S. Simon

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ACCEPTANCE OF REGISTERED AGENT

Marie B. Code, having been named as the registered agent in the foregoing Articles of Incorporation of The Whitney Foundation, Inc. agrees to accept service of process for the corporation at 1612 E. Cape Coral Parkway, Cape Coral, Florida 33904., and hereby agrees to act as the registered agent and comply with the laws of the state of Florida relative to such position.

DATED this 1st day of April, 2003


Marie B. Code, Esq., Registered Agent

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