

08-01-2003 09:52

From-LITCHFORD & CHRISTOPHER

+4078410325

T-874 P 001/009 F-004

Page 1 of 1

N030000006596

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000242059 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : LITCHFORD & CHRISTOPHER
Account Number : Y20010000251
Phone : (407) 422-6600
Fax Number : (407) 841-0325

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

2003 AUG -1 AM 8:17

FILED

FLORIDA NON-PROFIT CORPORATION

MacKneen Foundation, Inc.

05369.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

8/4/03

08-01-2003 09:52

From-LITCHFORD & CHRISTOPHER

+4078410325

T-874 P.002/009 F-084



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

FILED

2003 AUG -1 AM 8:17

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

July 29, 2003

LITCHFORD & CHRISTOPHER

SUBJECT: MACKNEEN FOUNDATION, INC.
REF: W03000021316

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

FAX And. #: H03000242059
Letter Number: 703A00043717

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

FILED

2003 AUG -1 AM 8:17

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
MACKNEEN FOUNDATION, INC.
A Not for Profit Corporation**

The undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation not-for-profit pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I
NAME**

The name of this Corporation shall be MacKneen Foundation, Inc.

**ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence on the date of filing of these Articles with the Florida Secretary of State, and shall have perpetual existence unless sooner dissolved according to the law.

**ARTICLE III
PURPOSE AND POWERS**

A. The primary purpose for which this Corporation is the promotion through charitable means of efforts to enhance and improve the lives of children suffering from autism and related disabilities. Generally, this Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by way of applicable law, including, without limitation and only by illustration, the following:

- (i) To have a corporate seal, containing the words "corporation not for profit," and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (ii) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(iii) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(iv) To lend money to and use its credit to assist its officers and employees.

(v) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest therein, to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all goods, machinery, plants, articles, appliances, and other things capable of being manufactured, produced, or traded in, by virtue of or in connection with any such letters, patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(vi) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, limited liability companies, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(vii) To aid in any manner any Corporation, stock company, limited liability company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things designed for any such purpose.

(viii) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as its Board of Directors may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(ix) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(x) To 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.

(xi) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Not for Profit Corporation Act or by other applicable law within or without the State of Florida.

(xii) To elect or appoint officers and agents and define their duties and fix their compensation.

(xiii) To make and alter bylaws not inconsistent with these articles of incorporation or with the laws of the State of Florida for the administration and regulation of its affairs.

(xiv) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes and to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(xv) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(xvi) To pay pensions and establish retirement and pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its employees.

(xvii) To have and exercise all other powers necessary or convenient to effect its primary purpose, however, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purpose as set forth above.

B. The purposes for which this Corporation is organized are to 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, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended; accordingly:

(i) No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's 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 include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

(ii) This 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 Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

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

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

(v) This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

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

(vii) Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 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 Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

(viii) Upon the dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of this Corporation exclusively for the purposes of this 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 Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of this Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

A03000242059 1

ARTICLE IV
MEMBERS

This Corporation shall have no members. The Board of Directors shall exercise all authority on behalf of the Corporation.

ARTICLE V
INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The method of appointment or election of directors is as set forth in the Bylaws. The names and street addresses of the initial directors of this Corporation are:

Emily Hicks
2915 Helen Avenue
Orlando, FL 32804

Jennifer Hicks
1001 Lake Highland Dr.
Orlando, FL 32803

Mardelle Hicks
971 Altaloma Dr.
Orlando, FL 32803

ARTICLE VI
INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

Emily Hicks
2915 Helen Avenue
Orlando, FL 32804

ARTICLE X
INDEMNIFICATION

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

ARTICLE XI
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.

ARTICLE XII
HEADINGS AND CAPTIONS

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets her hand and seal this 29th day of July, 2003.



Emily Hicks

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 29th day of July, 2003.



Emily Hicks

FILED
2003 AUG - 1 AM 8:17
TALLAHASSEE FLORIDA