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FLORIDA NON-PROFIT CORPORATION

twafa-wecare foundation, inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
TWAFA-WECARE Foundation, Inc.

①

The undersigned, acting as the incorporator of this not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation (the "Articles") of such corporation.

ARTICLE I

NAME AND ADDRESS

The name of this corporation is The TWAFA-WECARE Foundation, Inc. (the "Corporation"). The initial principal office and mailing address of the Corporation shall be:

c/o Jane W. McMillan
2 S. Biscayne Boulevard
Suite 3750
Miami, FL 33131

ARTICLE II

DURATION

The Corporation shall commence its existence with the filing of the Articles. The existence of the Corporation shall be perpetual, unless dissolved according to law.

ARTICLE III

PURPOSES

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and to engage in any activity or business permitted under the laws of the United States and the State of Florida governing the activities of charitable or not-for-profit entities.

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ARTICLE IV

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, which shall initially have three (3) directors, who shall each hold office until their qualified successors have been duly elected in accordance with the bylaws. Each director shall serve a term of one (1) year from the date of election or until their qualified successors have been duly elected. The Board of Directors may increase or decrease the number of directors to not more than fifteen (15) or not less than three (3).

The names and street addresses of all of the members of the first Board are:

| <u>Names:</u> | <u>Street Addresses:</u> |
|----------------|---|
| Miles Gauntt | 3140 NE 23 rd Ave., Lighthouse Point, FL 33064 |
| Nancy McGuire | 12085 Chaparral Dr., Bridgeton, Missouri 63044 |
| Jeanne Gibbons | 311 Jackson St., St. Charles, Missouri 63301 |

A director may be removed from office at any time by the affirmative vote of at least two-thirds of all directors, including that director, whenever in their judgment the best interests of the corporation will be served.

ARTICLE V

NONSTOCK BASIS

The Corporation is organized on a nonstock basis.

ARTICLE VI

AMENDMENT

Any amendment to the Articles must be approved by a majority of all of the members of the Board.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation in the State of Florida shall be:

The name of the initial registered agent of the Corporation at the above-specified address shall be:

Jane W. McMillan
Stokes McMillan & Maracini P.A.
2 S. Biscayne Boulevard
Suite 3750
Miami, FL 33131

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator of the Corporation (the "Incorporator"), who is signing the Articles, is as follows:

| <u>Name:</u> | <u>Street Address:</u> |
|------------------|---|
| Jane W. McMillan | Stokes McMillan & Maracini P.A. 2 S. Biscayne Boulevard Suite 3750 Miami, FL 33131 |

ARTICLE IX

EXEMPT STATUS

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 in Article III hereof. 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. Notwithstanding any other provision of the Articles, this Corporation shall not, except to an insub-

stantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE X

DISSOLUTION

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 future federal 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 said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the Incorporator has made and subscribed to the Articles, in the City of Miami, County of Miami-Dade, State of Florida, for the aforementioned uses and purposes in connection with the Corporation, on this 9th day of September 2003.

By: James W. McMullen

Incorporator

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DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT
OF THE TWAF-WE CARE FOUNDATION, INC.

Pursuant to Sections 48.091 and 617.0501 of the Florida Statutes (2002), TWAF-WE CARE Foundation, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 2 South Biscayne Blvd. Suite 3750, Florida 33131, has named Jane W. McMillan, located thereat, as its registered agent and to accept service of process within the State of Florida.

By: Jane W. McMillan
Incorporator

Having been named as the registered agent and to accept service of process in the State of Florida for the above-named corporation at the location designated herein, I hereby accept the appointment to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: Jane W. McMillan
Registered Agent

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