

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

Ronald McDonald House Charities of Southwest Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RONALD McDONALD HOUSE CHARITIES OF SOUTHWEST FLORIDA, INC.

The undersigned incorporators, in accordance with the laws of the State of Florida, do hereby form a not for profit corporation (the "Corporation") under the laws of the State of Florida and file these Articles of Incorporation.

ARTICLE I
NAME AND INITIAL ADDRESS

The name of the Corporation and its initial street and mailing address is:

Ronald McDonald House Charities of Southwest Florida, Inc.
16100 Roserush Court
Fort Myers, FL 33908

ARTICLE II
DURATION

This Corporation shall exist perpetually, commencing as of the date of the filing and acceptance of the Articles of Incorporation by the Secretary of State of Florida.

ARTICLE III
PURPOSE

1. The Corporation is organized and shall be operated exclusively for charitable, educational and other permissible purposes within the meaning of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and particularly for maintaining and operating one or more facilities in Southwest Florida to provide temporary housing for seriously ill children and their families while the children are receiving treatment at a nearby hospital and making grants to other organizations exempt under §501(c)(3) for the benefit of children in and around the local area of the Corporation. In carrying out its purposes the Corporation may exercise all rights and powers conferred by the laws of the State of Florida and may do such other things as are incidental to the purposes of the Corporation that are necessary or desirable in order to accomplish the purposes. The Corporation is authorized to carry out all activities and exercise all authority not prohibited by these Articles or applicable law.

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2. The Corporation is an affiliate of Ronald McDonald House Charities, Inc., an Illinois corporation not for profit and a licensee of McDonald's Corporation with respect to the use of the name "Ronald McDonald"® and other trademarks, names and copyrights.

3. The Corporation may engage in any and all lawful acts which may be necessary, useful, suitable or proper for the furtherance of the purposes of the Corporation.

ARTICLE IV MEMBERSHIP

There shall initially be no membership of the Corporation distinct from its Board of Directors ("Board"), but the Board may provide for membership classification and qualifications pursuant to the Bylaws of the Corporation.

ARTICLE V INCORPORATORS AND DIRECTORS

The names and addresses of the Incorporators who shall also be the initial Board of Directors, and who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

G. David Schlering
4809 Griffin Blvd.
Fort Myers, FL 33908

Kenneth J. Iglesias
9355 Windlake Drive
Fort Myers, FL 33912

Thomas F. O'Reilly
2340 Broadwing Court
Naples, FL 34105-2559

Barbara A. Fewster
6643 Joanna Circle
Fort Myers, FL 33919

Carey O. Randall
14740 Eden Street
Fort Myers, FL 33908

The affairs of the Corporation shall be managed by the Board. The number of Directors, and the method of their election, removal and succession shall be in a manner provided in the Bylaws.

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Agent for the Corporation is Garey F. Butler and the street address of the initial registered office is: 2201 Second Street, 5th Floor, Fort Myers, FL 33901.

ARTICLE VII
BYLAWS

The power to adopt, amend or repeal Bylaws shall be held by the Board.

ARTICLE VIII
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX
DISSOLUTION

Upon the dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 170(c)(2) and 501(c)(3) of the Code, or to the federal, state, or local government for exclusively public purposes, as the Board shall determine.

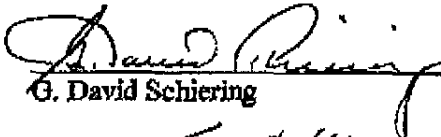
ARTICLE X
RESTRICTIONS ON CORPORATE POWERS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and to make payments and distributions in furtherance of the purposes set forth in Article III above. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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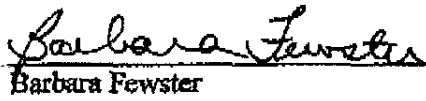
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IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Incorporation as of the 22^d day of September, 2003.


G. David Schiering


Ken Iglesias


Thomas F. O'Reilly


Barbara Fewster


Carey O. Randall

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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Gary F. Butler
Gary F. Butler

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