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

From:  
Account Name : ALLEN CORPORATION SUPPLY  
Account Number : I20030000073  
Phone : (562)906-1635  
Fax Number : (562)906-1645

FLORIDA PROFIT CORPORATION OR P.A.

Masood Family Foundation, Inc.

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ARTICLES OF INCORPORATION  
OF  
MASOOD FAMILY FOUNDATION, INC.

ARTICLE I  
Corporate Name

The name of the corporation (the "Corporation") is MASOOD FAMILY FOUNDATION, INC.

ARTICLE II  
Principle Office

The principal place of business and mailing address of the Corporation is:

112 Legend Lake Drive  
Panama City Beach, FL 32107

ARTICLE III  
Purpose and Powers

Section 4.01. General Exempt Purpose. The Corporation is organized and must be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions or provision of any later United States revenue law (the "Code").

Section 4.02. Support Purpose. The Corporation is organized and will be operated for the benefit of The Community Foundation of North Florida, Inc., a Florida corporation not for profit, Tax ID# 59-3473384, ("CFNF") which (i) is exempt from federal income tax under Section 501(c)(3) of the Code and (ii) is not a private foundation within the meaning of Section 509(a) of the Code. The Corporation will be operated, supervised or controlled by or in connection with CFNF within the meaning of Code Section 509(a)(3). The Corporation will support and benefit CFNF by engaging in activities in furtherance of the exempt purposes of CFNF and by distributing assets to or for the benefit of CFNF. The assets and properties of the Corporation are hereby pledged for use in performing its exempt functions.

Section 4.04. Powers. The Corporation is a corporation not for profit and has all of the powers, duties, authorizations and responsibilities as provided in Chapter 617, Florida Statutes. Notwithstanding any other provision of these Articles, the Corporation may not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation. Notwithstanding any other provision in these Articles, the Corporation may not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Internal Revenue Code (the "Code") section 501(c)(3) (or the corresponding provision of any future federal internal revenue law), or (b) by a corporation, contributions to which are deductible under Code section 170(c)(2) (or the corresponding provision of any future United States internal revenue law).

ARTICLE IV

Manner of Election

The manner and method in which the directors are elected will be stated in the bylaws of the corporation.

ARTICLE FIVE  
Initial Registered Agent

The name and California address of the Corporation's initial agent for service of process are:

NRAI Services, Inc.  
526 East Park Ave  
Tallahassee, FL 32301

ARTICLE SEVEN  
Private Foundation Status

Notwithstanding any other provision of these Articles of Incorporation, if the Corporation is, or is determined to be, a private foundation as described in Code section 509(a), then the Corporation must distribute assets in each taxable year at the time and in a manner that will avoid tax under Code section 4942, (b) the Corporation is expressly prohibited from engaging in any act of self-dealing as defined in Code section 4941(d), from retaining any excess business holdings as defined in Code section 4943(c), from making any investments in a manner that will subject the Corporation to tax under Code section 4944, and from making any taxable expenditures as defined in Code section 4945(d).

ARTICLE EIGHT  
Tax-Exempt Status

Section 8.01. Political Activities. No substantial part of the activities of the Corporation may consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation may not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Section 8.02. Private Inurement. No part of the net earnings of the Corporation may inure to the benefit of its directors, officers, or to any individual.

Section 8.03. Dissolution. Upon the winding up and dissolution of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining corporate assets must be distributed to an organization with exempt purposes consistent with the Corporation's exempt purposes and tax exempt under Code section 501(c)(3).

ARTICLE NINE  
Incorporator

The name and address of the incorporator is:

Matthew G. Brown

7700 Irvine Center Drive, Suite 900  
Irvine, Ca 92618

Dated: 12/29/03

*Matthew G. Brown*

Matthew G. Brown, Incorporator

I declare that I am the person who executed the above Articles of Incorporation, that such instrument is my act and deed, and that I hereby waive all rights to and interest in MASOOD FAMILY FOUNDATION, INC. effective upon the date I appoint its Board of Directors.

*Matthew G. Brown*

Matthew G. Brown

\*\*\*\*\*  
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated: 12/29/03

*D Stanton*

Dean Stanton, Assistant Secretary on behalf of  
Registered Agent NRAI Services, Inc.

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