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FLORIDA NON-PROFIT CORPORATION

The Keegan/Shaw/Soderstrom Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF**

THE KEEGAN/SHAW/SODERSTROM FOUNDATION, INC.

SECRETARY FILE
TALLAHASSEE, FLORIDA

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In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

**I.
NAME OF CORPORATION**

The name of this corporation shall be:

THE KEEGAN/SHAW/SODERSTROM FOUNDATION, INC.

The principal address and the mailing address of the corporation shall be:

Ritz Towers
32 Watergate Drive, #1505
Sarasota, Florida 34236

**II.
PURPOSES**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational, as allowed by chapter 617, Florida Statutes, and section 501(c)(3) of the Internal Revenue Code, 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 corresponding section of any future federal tax code.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural and other charitable purposes, including:

A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are consistent with its purposes;

B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

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

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rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause 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 any candidate for public office. Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3), of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income and posed by Section 4942 of the Internal Revenue Code. Further, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

III. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

IV. CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless dissolved according to law.

V. BYLAWS

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

VI. REGISTERED OFFICE

The street address of the initial registered office of the corporation is 200 S. Orange Avenue, Sarasota, Florida 34236, and the name of the initial registered agent of this corporation at that address is R. Scott Collins.

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**VII.
INCORPORATOR**

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

Bjame G. Soderstrom
Ritz Towers
32 Watergate Drive
Sarasota, Florida 34236

Katherine S. Soderstrom
Ritz Towers
32 Watergate Drive
Sarasota, Florida 34236

**VIII.
MEMBERS**

The corporation shall not have members.

**IX.
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

**X.
DISTRIBUTION UPON 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 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 disposed of shall be disposed of by the Circuit Court 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.

**XI.
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

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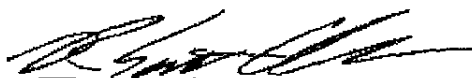
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of August 2004.


Bjarne G. Soderstrom
Incorporator


Katherine S. Soderstrom
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of THE KEEGAN/SHAW/SODERSTROM FOUNDATION, INC. to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.


R. Scott Collins
Registered Agent

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