

DEC. 6. 2004 2:48PM

CORPORATION SVC

NO. 652 K2p. 1011

N04000011298

Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION
MICHAEL AND SANDRA MCCLURE FOUNDATION, INC.

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H04000240649 3

ARTICLES OF INCORPORATION
OF

MICHAEL and SANDRA McCLURE FOUNDATION, INC.

NOT FOR PROFIT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

The name of this corporation is: MICHAEL and SANDRA McCLURE FOUNDATION, INC.

The principal place of business of this corporation shall be 2210 Donato Drive, Belleair Beach, FL 33767

ARTICLE II

The Corporation is a not for profit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided in the Florida Not for Profit Corporation Act. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Code").

ARTICLE III

The corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code"). The primary purpose of the organization shall be the promotion of physical, mental, spiritual, social and educational well-being of persons in the United States through activities described in Code Section 501(c)(3) in furtherance of the purposes stated herein. The Corporation shall be entitled to advance such purposes through activities in support thereof. It may promote such purpose either directly or by contributions to organizations qualifying as such under Code Section 501(c)(3), and to receive and maintain a fund or funds of real or personal property, or both, and to administer and apply the income and principal thereof for such purposes.

Solely for the above purposes, this corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, and to use, apply, vest and reinvest the principal, and/or income therefore or to distribute the same for the above purposes.

ARTICLE IV

The membership of this corporation shall be those persons promoting issues of health, education and science and such other persons as from time to time may become members as regulated by the By-Laws.

12 DEC. 6. 2004 2:48 PM FAX CORPORATION SVC CO Watts, PA

NO. 652 P. 304/010

H04000240649 3

ARTICLE V

No substantial part of the activities of Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as permitted by Section 501(h) of the Code), and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI

Notwithstanding any other provision of these Articles of Incorporation, if this Corporation shall be, or shall be deemed to be, a private foundation as described in Section 509(a) of the Code, then (a) the Corporation shall make distributions in each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code, and (b) the Corporation is expressly prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code and from making any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE VII

The name and address of the subscriber to these Articles is: MICHAEL McCCLURE - 2210 Donato Drive, Belleair Beach, FL 33767

ARTICLE VIII

This corporation is to exist perpetually.

ARTICLE IX

The business of this corporation shall be managed by the Board of Directors. This corporation shall have four (4) directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than three (3). The Board of Directors shall be empowered to direct the management of the business and the affairs of this corporation and to exercise all rights and powers granted in this corporation under these Articles and under the laws of the State of Florida.

The Board of Directors shall be elected and hold office in accordance with the By-Laws.

The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

MICHAEL W. McCCLURE - 2210 Donato Drive, Belleair Beach, FL 33786

SANDRA K. McCCLURE - 2210 Donato Drive, Belleair Beach, FL 33786

STEPHEN G. WATTS - 806 Druid Road E., Clearwater, FL 33756

ROBERT E. CROWN - 1219 Franklin Circle, Clearwater, FL 33756

ARTICLE X

12 DEC. 6. 2004 2:49PM FAX 7 CORPORATION SVC CO Watts, PA

NO. 652 P. 4005/010

H04000240649 3

The officers of the Corporation shall be President, Vice President, Secretary, and Treasurer and such other officers as may be provided in the By-Laws.

The names of the persons who are to serve as officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President - MICHAEL W. McCLURE

Vice President - STEPHEN G. WATTS

Secretary - SANDRA K. McCLURE

Treasurer - ROBERT E. CROWN

ARTICLE XI

The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

The By-Laws of this corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of such Directors. The By-Laws may be amended or repealed by the affirmative vote of two-thirds 2/3 of a quorum of the Board of Directors at a meeting of the Board of Directors or by written consent thereto by two-thirds (2/3) of the Board of Directors. Amendments to the Articles of Incorporation or By-Laws must also be approved by the members.

ARTICLE XII

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Board of Directors or by written consent thereto by two-thirds (2/3) of the Board of Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE XIV

The street address of the initial registered office of this corporation shall be: 606 DRUID ROAD E., CLEARWATER, FL 33756 and the name of the initial registered agent of the corporation at that address is STEPHEN G. WATTS.

ARTICLE XV

"No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes."

In the event the Corporation is dissolved, after all liabilities and obligations of the Corporation are paid or provision is made therefore, the Board of Directors shall recommend, and the members shall adopt, a plan

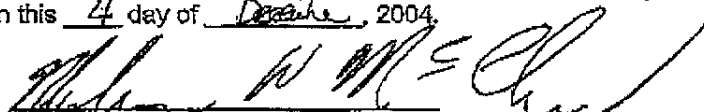
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for the distribution of the remaining assets of the Corporation to or for the benefit of one or more organizations that are organized and operated exclusively for religious, charitable, or educational purposes, and that are exempt from federal income tax under Section 501(3)(c) of the Code. Any of such assets not so disposed of shall be disposed of by the Probate Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes. No director or officer of the Corporation and no private individual will be entitled to share in the distribution of any assets of the Corporation in the event of its dissolution.

IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereunto set his hand and seal on this 4 day of December, 2004.


MICHAEL W. McCLURE, Incorporator

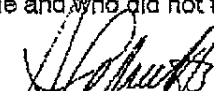

ACKNOWLEDGEMENT OF REGISTERED AGENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said ARTICLE XI relative to keeping open said office.


STEPHEN G. WATTS,
Registered Agent

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 4 day of December, 2004, by MICHAEL W. McCLURE, Incorporator of the corporation, and STEPHEN G. WATTS, Registered Agent of the corporation, who are personally known to me and who did not take an oath.


Notary Public
 Stephen G. Watts
Commission # 00144579
Expires: Aug. 25, 2005
Bonded Through
Atlantic Bonding Co., Inc.

Seal:

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DEC-6 AM 8:16
CLERK OF STATE
TALLAHASSEE, FLORIDA