

FEB-25 2005 09:41

**NO5000001987**

P.01

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000047800 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From:  
Account Name : SHUFFIELD LOWMAN  
Account Number : I20030000118  
Phone : (407)581-9800  
Fax Number : (407)581-9801

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

05 FEB 25 AM 9:35

FILED

**FLORIDA NON-PROFIT CORPORATION**

**KATHY STILWELL FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

js  
2-28

**ARTICLES OF INCORPORATION  
OF  
KATHY STILWELL FOUNDATION, INC.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

**ARTICLE I**  
**NAME**

The name of the Corporation shall be KATHY STILWELL FOUNDATION, INC., whose principal office shall be located at 2265 Lee Road, Suite 201, Winter Park, FL 32789.

05 FEB 25 AM 9:35

FILED

**ARTICLE II**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation (the "Corporation") shall commence corporate existence on February 23, 2005, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**  
**PURPOSES**

(a) This Corporation shall be organized and operated exclusively to provide financial assistance for underprivileged individuals, groups or organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code") and its regulations as they now exist or may hereafter be amended, and the property, assets, profits and net income of this Corporation are irrevocably dedicated to such purpose.

(b) The specific purpose of this Corporation shall be to provide financial or in kind assistance for necessities such as food, clothing, shelter and medical requirements to the indigent or persons facing financial hardship.

**ARTICLE IV**  
**GENERAL POWERS**

This Corporation shall have all of the powers enumerated for corporations in the Florida Not-For-Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law:

(a) To have succession by its corporate name for the duration of its existence.

(b) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."

(d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(g) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.

(h) To increase, by a vote of its members cast as the bylaws may direct, the number of its directors, so that the number shall not be less than three but may be any number in excess thereof.

(i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(k) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not-For-Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.

(l) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(m) To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.

(n) To have and exercise all powers necessary or convenient to effect its purpose.

(o) To merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

#### ARTICLE V PROHIBITED ACTIVITIES

The Corporation shall not allow any expenditure of any part of the net earnings of the Corporation to inure to the benefit of any member, director or officer of the Corporation, (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), nor shall any member, director or officer of the Corporation, or any private individual, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, or shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the Corporation is deemed to be a Private Foundation as defined by Section 509 of the Code, then for so long as the Corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.

2. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.

3. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.

4. The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code.

ARTICLE VI  
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution, the winding up of the affairs of the Corporation and the liquidation, the assets of the Corporation shall be distributed exclusively to the charitable and religious organizations set forth in Article III which are then qualified under the provisions of Section 501(c)(3) of the Code.

ARTICLE VII  
MEMBERSHIP

The members of this not for profit corporation shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE VIII  
REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at 1000 Legion Place, Suite 1700, Orlando, Florida 32801, and the registered agent of the Corporation at that address shall be Alex H. Hamrick. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE IX  
INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The directors shall be elected and the number of directors may be either increased or diminished from time to time as provided in the Bylaws. The names of the initial directors of this Corporation are:

Rosemarie Seaman  
Sandy Canfield

Julie Cole

Directors may be removed with or without cause. The manner in which directors are elected or appointed will be stated in the Bylaws.

ARTICLE X  
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Rosemarie Seaman  
2265 Lee Road, Suite 201  
Winter Park, FL 32789

ARTICLE XI  
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE XII  
INDEMNIFICATION

The Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent permitted under applicable law.

ARTICLE XIII  
AMENDMENT

These Articles of Incorporation may be amended at any time by a resolution adopted by a vote of two-thirds (2/3) of the members present at any annual or special meeting provided a quorum is present, provided that due notice of the proposed amendment has been given to the members in accordance with the By-laws.

ARTICLE XIV  
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida, to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets his hand this 23<sup>rd</sup> day of February, 2005.

  
\_\_\_\_\_  
Rosemarie Seaman, as Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

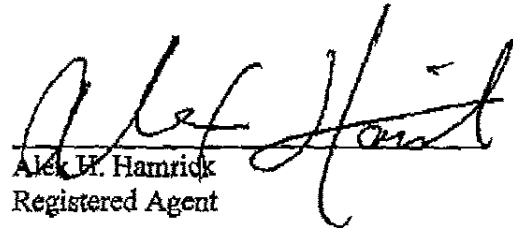
In compliance with Section 48.091, Florida Statutes, the following is submitted:

KATHY STILWELL FOUNDATION, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office at 1000 Legion Place, Suite 1700, Orlando, Florida 32801, has named and designated Alex H. Hamrick as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 23<sup>rd</sup> day of February, 2005

  
Alex H. Hamrick  
Registered Agent

FILED  
05 FEB 25 AM 9:35  
STATE OF FLORIDA