

N/05000004036

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.

(((H05000096911 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 : BARNETT, BOLT, KIRKWOOD & LONG
Account Number : 072731001155
Phone : (813)253-2020
Fax Number : (813)251-6711

2005 APR 19 A 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FLORIDA NON-PROFIT CORPORATION

Sean Manning Foundation, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

Handwritten signature/initials

H05000096911 3

FILED
2005 APR 19 A 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SEAN MANNING FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned hereby organizes a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE 1

Name

The name of the corporation is SEAN MANNING FOUNDATION, INC. (hereinafter the "Corporation").

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 3512 Gulf Boulevard, St. Petersburg, Florida 33706.

ARTICLE 3

Purpose

The purpose of the Corporation is to promote the interests and welfare of public charities that have tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

H05000096911 3

ARTICLE 4

Board of Directors

This Corporation initially shall have six (6) directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than three (3) or more than twenty (20). The method of appointment of directors shall be as stated in the bylaws of the Corporation, but such appointment power shall be vested in the members and such appointment shall occur no less frequently than every two (2) years. The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
R. SEAN MANNING	3512 Gulf Boulevard St. Petersburg, Florida 33706
LAWRENCE WILLIAM MANNING	111 Fredonia Road Greenville, Pennsylvania 16125
MATTHEW LAWRENCE MANNING	111 Fredonia Road Greenville, Pennsylvania 16125
JARID RICHARD MANNING	111 Fredonia Road Greenville, Pennsylvania 16125
DENISE MAUREEN CZYRNY	7135 Bear Ridge Road N. Tonawanda, New York 14120
KATIE KRYSTIN CZYRNY	7135 Bear Ridge Road N. Tonawanda, New York 14120

ARTICLE 5

Members

This Corporation initially shall have one (1) member. The number of members may be either increased or decreased from time to time in the manner provided in the bylaws. The method of

H05000096911 3

H05000096911 3

registered agent at such address shall be R. SEAN MANNING.

ARTICLE 9

Duration

This Corporation shall have perpetual existence, commencing upon filing.

ARTICLE 10

Indemnification

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE 11

Bylaws

The members shall adopt initial bylaws of the Corporation. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the members of the Corporation.

ARTICLE 12

Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its charitable purpose. No

H05000096911 3

H05000096911 3

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 publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

ARTICLE 13

Distribution of Assets Upon Liquidation

Upon the dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations described in sections 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, and selected by the board of directors in its sole discretion. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for exempt purposes within the meaning of 501(c)(3) or to such organization

H05000096911 3

H05000096911 3

or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 14

Avoidance of Private Foundation Taxes

The corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any investments, and from making any taxable expenditures, that would subject the corporation or any person to tax under Sections 4941(d), 4943, 4944, or 4945(d) of the Internal Revenue Code of 1986, as amended, respectively, or corresponding provisions of any subsequent federal income tax law. The corporation shall make distributions at such time and in such manner so as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal income tax law.

ARTICLE 15

Amendment to Articles

These Articles of Incorporation may be amended in the following manner: The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the members of at either the annual meeting or a special meeting. Notice setting forth the proposed amendment shall be given to each member entitled to vote thereon at such meeting. The proposed amendment shall be adopted upon the affirmative vote of a majority of the votes of members entitled to

H05000096911 3

H05000096911 3

vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of April, 2005, and acknowledged that he is familiar with, and accepts, the obligations of registered agent of this corporation.

R. Sean Manning
R. SEAN MANNING
Incorporator and Registered Agent