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FLORIDA NON-PROFIT CORPORATION

WILD CHILD CHARITIES INC.

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PAGE 2/ 7

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H05000097888 3

ARTICLES OF INCORPORATION
OF
WILD CHILD CHARITIES INC.

In Compliance with Chapter 617, F.S., (Not for Profit)

Karen Muchin Zavis Rosenman
575 Madison Avenue
New York, New York 10022

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ARTICLES OF INCORPORATION
OF
WILD CHILD CHARITIES INC.

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I: NAME

The name of the corporation shall be Wild Child Charities Inc. (hereinafter referred to as the "Foundation").

ARTICLE II: DESCRIPTION

The Foundation described herein is a corporation as defined in Section 617.01401 of the Florida Not For Profit Corporation Act. The Foundation shall not be conducted or operated for profit and no part of the net earnings of the Foundation shall inure to the benefit of any individual, nor shall any of the profits or assets of the Foundation be used other than for the purposes of the Foundation

ARTICLE III: PRINCIPAL OFFICE

The principal place of business of the Foundation shall be:

Wild Child Charities Inc.
c/o Paul F. O'Neill
425 Lake Ned Road SE
Winter Haven, FL 33884

The mailing address of the Foundation shall be:

Wild Child Charities Inc.
c/o Robert Bandman, CPA
Prager & Fenton LLP
675 Third Avenue, 3rd Floor
New York, NY 10017

ARTICLE IV: PURPOSE

A. The purposes for which the Foundation is organized are:

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(1) To render financial assistance to any corporation, community chest, fund, foundation, agency, institution or other entity which is organized and operated exclusively for, and devoted to the realization of, charitable, scientific, religious, or educational purposes, and is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"), at such times and in such amounts and manner as the Board of Directors of the Foundation shall in its discretion determine to be in furtherance of the purposes of the Foundation.

(2) To solicit, receive and maintain a fund or funds of real and/or personal property and apply the whole or any part of the income and/or principal thereof exclusively for charitable, scientific, religious, or educational purposes by such means as shall from time to time be found appropriate in connection with the foregoing purposes and as are lawful for not-for-profit corporations.

(3) To do all of the things permitted by Section 617.0302 of the Florida Not For Profit Corporation Act necessary and useful to fulfill and promote its purposes; provided, however, that, notwithstanding any other provision of these Articles of Incorporation, the Foundation is organized exclusively for one or more of the following purposes: charitable, scientific, religious, or educational, as specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, Section 2055(a)(2) of the Code, or Section 2522(a)(2) of the Code.

B. No substantial part of the activities of the Foundation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), and the Foundation shall not participate in, or intervene in

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(including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

C. In accordance with Section 508(e) of the Code, during the period the Foundation is a private foundation as defined in Section 509(a) of the Code:

1. The Corporation shall distribute such amounts for each taxable year at such time and in such manner so as to not subject the Corporation to tax on the undistributed income under Section 4942 of the Code;
2. The Corporation shall not engage in any act of self-dealing which is subject to tax under Section 4941 of the Code;
3. The Corporation shall not retain any excess business holdings which are subject to tax under Section 4943(c) of the Code;
4. The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and
5. The Corporation shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE V: DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of liquidation, dissolution, or winding up of the Foundation, whether voluntary, involuntary, or by the operation of law, the property or other assets of the Foundation, remaining after the payment, satisfaction, and discharge of liabilities or obligations, shall be distributed entirely to any corporation, community chest, fund, foundation, agency, institution, or other entity which is (or between or among two or more of such entities, each of which is) organized and operated exclusively for, and devoted to the realization of, charitable, scientific, religious, or educational purposes, and is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Code, subject to the order of the Supreme Court as and when provided by law. No individual shall have any right, title, or interest in or to any of the remaining assets of the Foundation.

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ARTICLE VI: MEMBERS

The Foundation shall have no members.

ARTICLE VII: DURATION

The duration of the Foundation shall be perpetual.

ARTICLE VIII: INITIAL DIRECTORS AND MANNER OF ELECTION

The names and addresses of the persons to be the initial Board of Directors of the Foundation are as follows:

Paul F. O'Neill
425 Lake Ned Road SE
Winter Haven, FL 33884

Desiree O'Neill
425 Lake Ned Road SE
Winter Haven, FL 33884


Robert Bandman
c/o Prager & Fenton LLP
675 Third Avenue, 3rd Floor
New York, NY 10017

The manner in which the directors are elected or appointed shall be as stated in the bylaws.

ARTICLE IX: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Paul F. O'Neill
425 Lake Ned Road SE
Winter Haven, FL 33884



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H05000097888 3

ARTICLE X: INCORPORATOR

The name and address of the Incorporator is:

Jasmine M. Hanif, Esq.
Incorporator
Kaiten Muchin Zavis Rosenman
575 Madison Avenue
New York, New York 10022-2585

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.


Paul F. O'Neill, Registered Agent

Date

April 11, 2005


Jasmine M. Hanif, Incorporator

Date

April 19, 2005

H05000097888 3