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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**CECF Wish Foundation, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
CECF WISH FOUNDATION, INC.  
(A Corporation Not For Profit)**

The undersigned incorporator hereby files the Articles of Incorporation of CECF WISH FOUNDATION, INC., pursuant to Chapter 617, Florida Statutes.

**ARTICLE I**

The name of the Corporation shall be CECF WISH FOUNDATION, INC., and the mailing address and address of the initial principal office of the Corporation is 723 Eastlawn Drive, Celebration, Florida 34747.

**ARTICLE II**

The Corporation is organized exclusively for charitable purposes, specifically to receive contributions and pay them over to organizations that are described in Section 501(c) of the Internal Revenue Code, or the corresponding Section of any future federal tax code.

**ARTICLE III**

The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors of the Corporation shall be elected or appointed as provided in the Corporation's By-Laws.

**ARTICLE IV**

The By-Laws of the Corporation shall be adopted by the Board of Directors. Thereafter, the By-Laws may be amended, at a regular or special meeting of the Board of Directors, by the vote of a majority of a quorum of the Board of Directors.

**ARTICLE V**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any members, 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 the purpose set forth in Article II. 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 or in opposition to any candidate in public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding Section of any future federal tax code.

**ARTICLE VI**

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 the 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 so disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as the court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VII**


The name and street address of the initial registered office and the initial registered agent are as follows:

Jeffrey Ippoliti  
723 Eastlawn Drive  
Celebration, Florida 34747

**ARTICLE VIII**

The name and street address of the incorporator is Jeffrey Ippoliti, 723 Eastlawn Drive, Celebration, Florida 34747.

IN WITNESS WHEREOF, the undersigned has subscribed his name to these Articles of Incorporation of CECF WISH FOUNDATION, INC., a corporation not for profit, on this 22nd day of February, 2006.

  
\_\_\_\_\_  
Jeffrey Ippoliti, Incorporator  
723 Eastlawn Drive  
Celebration, Florida 34747

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**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 617.0503, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED this 22<sup>nd</sup> day of February, 2006.

  
Jeffrey J. Ippoliti

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