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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**O'Shane Family Foundation, Inc.**

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Corporate Filing Menu

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O'SHANE FAMILY FOUNDATION, INC.

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ARTICLES OF INCORPORATION

## ARTICLES OF INCORPORATION FOR O'SHANE FAMILY FOUNDATION, INC.

On this December 5, 2006, the undersigned Incorporator signed these Articles of Incorporation and presented them for the formation of O'Shane Family Foundation, Inc., (referred to as the "Corporation"), a not-for-profit Corporation formed under Chapter 617 of the Florida Statutes, with reference to the following facts:

### ARTICLE I. NAME OF THE CORPORATION

The name of the Corporation shall be O'Shane Family Foundation, Inc.

### ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The Principal Office and Place of Business of the Corporation shall be located at 9683 Sloane Street, Orlando, Florida 32827. The Mailing Address of the Corporation shall be 9683 Sloane Street, Orlando, Florida 32827.

### ARTICLE III. DURATION OF THE CORPORATION

The Corporation shall have perpetual existence, until dissolved in accordance with its By-Laws or the Florida Statutes.

### ARTICLE IV. GENERAL PURPOSES

The purposes for which the Corporation are organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of

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O'SHANE FAMILY FOUNDATION, INC.

ARTICLES OF INCORPORATION

1986 or the corresponding provision of any future United States Internal Revenue Law (referred to as the "I.R.C.").

#### **ARTICLE V. ACTIVITIES NOT PERMITTED**

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under I.R.C. section 501(c)(3) or (b) a corporation, contributions to which are deductible under I.R.C. section 170(c)(2).

#### **ARTICLE VI. DEDICATION AND DISTRIBUTION OF ASSETS**

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 (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one (1) or more of its purposes), and no Member, Director, or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. In the event of dissolution, the residual assets of the Corporation shall be turned over to (1) one or more organizations which is or are exempt as an organization or organizations described in I.R.C. section 501(c)(3) and I.R.C. section 170(c)(2) or (2) the Federal, State, or local government for exclusive public purposes.

#### **ARTICLE VII. CORPORATE GOVERNANCE AND INITIAL DIRECTORS**

(A). **Board of Directors** The powers of the Corporation shall be exercised by, its properties controlled by and its affairs conducted by a Board of Directors. The Corporation shall have three (3) Directors initially. The number of Directors of the Corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of Directors is stated in the Bylaws of the Corporation. The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members, at which time an election of Directors shall be held.

O'SHANE FAMILY FOUNDATION, INC.

(((H06000291076 3)))  
ARTICLES OF INCORPORATION

Directors elected at the first annual meeting shall serve for a term of one (1) year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the Corporation or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all of the Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the Corporation authorize the Directors to so act and shall be prima facie evidence of such authority.

The names and addresses of such first members of the Board of Directors are as follows:

- (1). Thomas J. O'Shane 9683 Sloane Street, Orlando, Florida 32827
- (2). Kathleen L. O'Shane 9683 Sloane Street, Orlando, Florida 32827
- (3). Graig T. O'Shane 9683 Sloane Street, Orlando, Florida 32827

(B). **Corporate Officers** The Board of Directors shall elect the following Officers: President and Vice President and such other Officers as the Bylaws of the Corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

#### ARTICLE VIII. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with or resulting from any action, suit, or proceeding of whatever nature to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to the action, suit, or proceeding or at the time the

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O'SHANE FAMILY FOUNDATION, INC.

ARTICLES OF INCORPORATION

cost or expense is incurred by or imposed upon him), except in relation to matters as to which he shall be finally adjudged in any action, suit, or proceeding to have been derelict in the performance of his duties as a Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any person may now or hereafter be entitled to as a matter of law.

#### ARTICLE IX. MEMBERSHIP

The membership of the Corporation shall consist of all persons elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the Corporation. The Directors shall, from time to time, prescribe form and manner in which application may be made for membership, and Members may be admitted by the Board of Directors only. The authorized number of Members of the Corporation, the different classes of membership (if any), the property, voting and other rights and privileges of Members and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

#### ARTICLE X. BYLAWS

The Board of Directors of the Corporation may provide Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as the Directors deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered, or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the Corporation.

#### ARTICLE XI. AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Member of the Corporation, but an amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

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O'SHANE FAMILY FOUNDATION, INC.

ARTICLES OF INCORPORATION

**ARTICLE XII.  
REGISTERED OFFICE AND REGISTERED AGENT**

The Corporation shall maintain a registered office within the State of Florida and a registered agent as required by Florida Statutes. The Corporation's initial registered office shall be located at 1206 East Ridgewood Street, Orlando, Florida 32803 and its initial registered agent at that Office shall be Carla DeLoach Bryant, a resident of the State of Florida.

**ARTICLE XIII.  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Rebekah M. Kurdziel, 1206 East Ridgewood Street, Orlando, Florida 32803.

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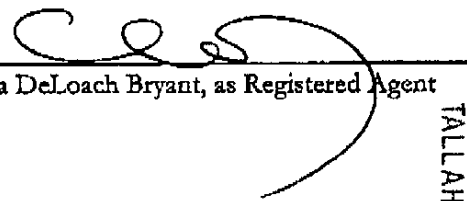
O'SHANE FAMILY FOUNDATION, INC.ARTICLES OF INCORPORATION

On this 5th day of December, 2006, Rebekah M. Kurdziel, as Incorporator, signed these Articles of Incorporation on behalf O'Shane Family Foundation, Inc., at the Law Offices of Carla DeLoach Bryant, P.A., 1206 East Ridgewood Street, Orlando, Florida 32803.

  
\_\_\_\_\_  
Rebekah M. Kurdziel, Incorporator for O'Shane  
Family Foundation, Inc.

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Florida Statutes Chapter 617.

  
\_\_\_\_\_  
Carla DeLoach Bryant, as Registered Agent

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