

NO600000/3071

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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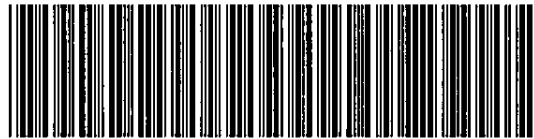
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 DEC 22 PM 3:11

1/11

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: David M. Clark Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Renee M. Tomko, Paralegal
Name (Printed or typed)

2290 First National Building, 660 Woodward Avenue.
Address

Detroit, MI 48226
City, State & Zip

313-465-7272
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

06 DEC 22 PH 3:12

ARTICLE I NAME

The name of the corporation shall be:

David M. Clark Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

101 Aviation Drive North, Naples, FL 34104

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

See attached Article III.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The method of election of directors shall be stated in the Bylaws of the corporation.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

David M. Clark, 101 Aviation Drive North, Naples, FL 34104, Director
Robert B. Clark, 101 Aviation Drive North, Naples, FL 34104, Director
James H. Kabcenell, 101 Aviation Drive North, Naples, FL 34104, Director

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

James H. Kabcenell, 101 Aviation Drive North, Naples, FL 34104

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

James H. Kabcenell, 101 Aviation Drive North, Naples, FL 34104

See attached Articles VIII, IX and X.

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.

Signature/Registered Agent

Date

12/21/06

Signature/Incorporator

Date

12/21/06

David M. Clark Foundation, Inc.
101 Aviation Drive North
Naples, FL 34104
Articles of Incorporation
Attachment

ARTICLE III

1. The purpose or purposes for which this corporation (the "*Corporation*") is organized are:

To receive and administer funds and assets, and primarily make contributions to other charities exclusively for charitable, religious, scientific, literary or educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any subsequent federal tax laws (the "*Code*") and which are public charities under Section 509(a) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual; and no part of the activities of the Corporation shall be to carry on propaganda or otherwise attempt to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

David M. Clark Foundation, Inc.
101 Aviation Drive North
Naples, FL 34104
Articles of Incorporation
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ARTICLE VIII

1. To the fullest extent permitted by law, the Corporation assumes the liability for all acts or omissions of the Corporation's directors, officers or volunteers.
2. It is the intention and purpose of this Article that by reason of the foregoing provisions a claim for monetary damages for a director, officer, or volunteer's acts or omissions shall not be brought or maintained against such director, officer, or volunteer but shall be brought and maintained against the Corporation.
3. Any repeal or modification of this Article shall not adversely affect any right or protection of a director, officer, or volunteer of the Corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.
4. Notwithstanding any provision in this Article to the contrary, the Corporation does not assume any liability for excise taxes which may be owing by any director, officer, or volunteer of the Corporation under Chapter 42 of the Code or the corresponding provisions of any subsequent Federal tax laws.

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Naples, FL 34104
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ARTICLE IX

1. To the extent permitted by law, a director or officer of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of the director's or officer's fiduciary duty arising under any applicable law.
2. Any repeal or modification of this Article shall not adversely affect any right or protection of any director or officer of the Corporation existing at the time of, or for or with respect to, any acts or omissions occurring before such repeal or modification.

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ARTICLE X

1. In the event of dissolution of this Corporation, all assets, real and personal, shall be distributed to one or more organizations which qualify as tax exempt under Sections 501(c)(3) of the Code, or the corresponding provisions of any subsequent Federal tax laws.
2. This 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 of the Code. This Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code. This Corporation shall not retain any excess business holdings as defined in Section 4943 of Code. This Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code. This Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.
3. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activity 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 Sections 170(c)(2), 2055(a), and 2522(a)(2) of the Code.