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FLORIDA PROFIT/NON PROFIT CORPORATION

PLODZIEN FAMILY FOUNDATION, INC.

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H07000013463 3

**ARTICLES OF INCORPORATION
OF
PLODZIEN FAMILY FOUNDATION, INC.**

(A Corporation Not for Profit)

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

**I.
NAME OF CORPORATION**

The name of this corporation shall be:

Plodzien Family Foundation, Inc.

The principal address and the mailing address of the corporation shall be:

9250 Blind Pass Road
Sarasota, Florida 34242

**II.
PURPOSES**

The purposes for which the corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The primary purpose of the corporation shall be to support organizations described in Section 501(c)(3) and 501(a) of the Code that promote the care, protection, and humane treatment of animals. The corporation shall not support any organizations that euthanize healthy animals as a means of population control.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for charitable purposes, including:

A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

H07000013463 3

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No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, trustees, officers, directors, 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 purposes set forth herein. 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income and posed by Section 4942 of the Internal Revenue Code. Further, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

III. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

IV. INITIAL OFFICERS AND DIRECTORS

The names and addresses of the initial officers and directors of the corporation are as follows:

James Vincent Plodzien 9250 Blind Pass Road Sarasota, Florida 34242	-	Director and President
David W. Halina 9236 Big Bank Blvd. Webster Groves, MO 63119	-	Director and Treasurer and Secretary
Francis Battista 5001 Angel Canyon Road Kanab, UT 84741	-	Director and Vice-President

H07000013463 3

**V.
CORPORATE EXISTENCE**

The existence of this corporation shall be fifty (50) years from the date of incorporation, at which time the board of directors shall cause the corporation to wind up its affairs, and dissolve. Distributions upon the dissolution of the corporation shall be made according to the terms set forth in Article XI.

**VI.
BYLAWS**

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

**VII.
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 200 South Orange Avenue, Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that address is R. Scott Collins.

**VIII.
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is James Vincent Plodzien at 9250 Blind Pass Road, Sarasota, Florida 34242.

**IX.
MEMBERS**

The qualification for members and the manner of their admission shall be as stated in the Bylaws. The initial member of this corporation shall be:

James Vincent Plodzien
9250 Blind Pass Road
Sarasota, Florida 34242

**X.
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

H07000013463 3


**XI.
DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations 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) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law or to a state or local government, for a public purpose. Any such liquidating distribution shall be for the purpose of promoting the care, protection, and humane treatment of animals. No distributions shall be made to any organization that euthanizes healthy animals as a means of population control. Distributions shall be made to organizations described herein which have received distributions from the corporation at any time during the three years prior to the date of liquidation, and distributions to any one organization shall be limited to no more than 25% of the total liquidating distribution. Further guidance to the board of directors and the Member may be set forth in the Bylaws. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**XII.
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided in the Bylaws.

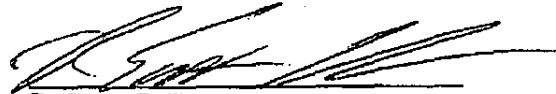
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of January 2007.


James Vincent Plodzien
Incorporator

H07000013463 3

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of the Plodzien Family Foundation, Inc. to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.



R. Scott Collins
Registered Agent

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