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FLORIDA PROFIT/NON PROFIT CORPORATION

Just in Queso Foundation, Incorporated

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**Just in Queso Foundation, Incorporated
ARTICLES OF INCORPORATION**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-for-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be the Just in Queso Foundation, Incorporated.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1051 Winderley Place Suite 202, Maitland, Florida 32751 located in Orange County.

ARTICLE III PURPOSE

The purpose for which the corporation is organized is to create a foundation through which it can provide philanthropic support in times of need at a moments notice to various communities in need. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV MANNER OF ELECTION & FOUNDATION OPERATIONS

The corporation shall have no members. The manner in which the directors are elected or appointed will be stated in the corporation's Bylaws. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 purposes set forth in Article Third hereof. 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 for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by 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.

1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

The initial number of directors of the corporation shall be seven (7). The number of directors of the corporation may be increased or decreased from time to time pursuant to Bylaws adopted by the directors, but shall never be less than the minimum number of directors required by applicable law.

The name and street addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified are:

Diane Fitch	8327 Camphor Tree Dr. Orlando, FL 32810
Nicole DiPietro	2859 Marsala Court Orlando, FL 32806
Ashley Montgomery	1437 Indiana Avenue, Winter Park, FL 32789
Mary Weekly	1236 Blackwater Pond Dr. Orlando, FL 32828
Christine Lawless	1214 E. Jackson St., Orlando, FL 32801
Lindsey Chapman	1051 Winderley Place, #202, Maitland, FL 32751
Deborah Rettig	620 Riverview Ave., Altamonte Springs, FL 32714

The power to adopt, amend or repeal Bylaws for the management of the corporation shall be vested in the Board of Directors of the Corporation.

ARTICLE VI DISSOLUTION OF CORPORATION

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 of 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 organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is Diane Fitch, 1051 Winderley Place, Suite #202, Maitland, Florida 32751.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is Diane Fitch, 1051 Winderley Place, Suite #202, Maitland, Florida 32751.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designed in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Diane C Fitch

Diane C Fitch (registered Agent)

June 18th, 07

Date

Diane C Fitch

Diane C Fitch (Incorporator)

June 18th, 07

Date

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