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500 N. Westshore Blvd, Suite 1010 Tampa, Florida 33609 (813) 289-1020 - Telephone (813) 289-1070 - Facsimile *e-mail: tampa@idlav.biz* 

June 20, 2007

<u>VIA HAND-DELIVERY</u>

Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, Florida 32301

RE: <u>IDM Southeastern Foundation – Articles of Incorporation</u>

To whom it may concern:

Enclosed, please find Articles of Incorporation (original and copy) to be filed on behalf of IDM Southeastern Foundation and a check in the amount of \$78.75 for the filing fee and a certified copy. In the future, any and all correspondence relating to this matter should be sent to our Tallahassee office.

Please do not hesitate to contact our office should you need further information or have any concerns. Thank you in advance for your prompt attention in this matter.

Sincerely,

**IGLER & DOUGHERTY, P.A.** 

Edward W. Dougherty Jr., Esq.

For the Firm

EWD:chs

**Enclosures** 



June 21, 2007

EDWARD W. DOUGHERTY JR., ESQ. 500 N. WESTSHORE BLVD., SUITE 1010 TAMPA, FL 33609

SUBJECT: IDM SOUTHEASTERN FOUNDATION

Ref. Number: W07000029403

We have received your document for IDM SOUTHEASTERN FOUNDATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Letter Number: 007A00041048

Wanda Cunningham Document Specialist New Filing Section

### ARTICLES OF INCORPORATION

OF

OT AUG-8 PM 4:56
TALLAHASSEE, FLORIDA

## IDM SOUTHEASTERN FOUNDATION, INC. A FLORIDA CORPORATION NOT FOR PROFIT

### ARTICLE I. NAME AND ADDRESS

The name of this Corporation shall be: **IDM SOUTHEASTERN FOUNDATION, INC.** The initial principal office of the Corporation is located at 5414 Ashton Court, Tallahassee, Florida 32317.

### ARTICLE II. CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

### ARTICLE III. CORPORATE PURPOSES

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), more specifically:

- 1) To create and distribute educational and informational materials.
- 2) To generate funds to support the cost of these educational and informational materials and such services.
- 3) To solicit, accept, hold and administer any public or private property grants, contracts, devises, or bequests of money, securities, or property awarded for aforementioned services to undergraduate students.
- 4) To conduct other programs, activities and services for or on behalf of undergraduate students.

The Corporation's purposes shall also include the acceptance from any party, from time to time, of contributions and the deriving of income to be used or applied exclusively for the purposes set forth above. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170,

2055, or 2522 of the Internal Revenue Code, as applicable. (No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person.) No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

During any period that the Corporation is a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall: (1) 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(a); (2) not engage or be involved in any act or self-dealing, as defined in Section 4941(d), so as to give rise to any liability for the tax imposed by Section 4941(a); (3) not retain any excess business holdings as defined in Section 4943(c), so as to give rise to any liability for the tax imposed by Section 4943(a); (4) not make investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and (5) not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a). Unless otherwise indicated, as used in this Article III and hereinafter, all section references are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

### ARTICLE IV. CORPORATE POWERS

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III above.

### ARTICLE V. CAPITAL STOCK

The Corporation shall not have capital stock.

### **ARTICLE VI. MEMBERS**

The Corporation shall have no voting members. The Board of Directors may authorize the establishment of nonvoting membership from time to time. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the Bylaws of the Corporation.

### ARTICLE VII. BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the affairs of the Corporation shall be managed under the direction of a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the

Bylaws but shall consist of not fewer than three (3) members or more than five (5) members. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

The initial Board of Directors of the Corporation shall consist of three (3) members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Director</u>	Address
John Bradford Montague	1312 Ridge Court
Secretary/Treasurer	Fernandina Beach, Florida 32034
Daniel Thomas Infield	621 Stonegate Pass
Vice Chairman	Colgate, Wisconsin 53017
Edward William Dougherty, III	5414 Ashton Court
Chairman	Tallahassee, Florida 32317

### ARTICLE VIII. AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of at least a majority of the members of the Board of Directors present at any, regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

# ARTICLE IX. <u>DISSOLUTION</u>

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under Section 501(c)(3) of the Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, or to the federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

### ARTICLE X. REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions or Section 607.0501, Florida Statutes the name and address of the registered agent is: Igler & Dougherty, P.A., 2457 Care Drive, Tallahassee, Florida 32308.

### ARTICLE XI. INCORPORATOR

The name and address of the person signing these Articles are:

Edward W. Dougherty, III 5414 Ashton Court Tallahassee, Florida 32317

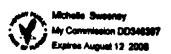
IN WITNESS WHEREOF, I have executed these Articles of Incorporation of IDM SOUTHEASTERN FOUNDATION, INC., on this 8th day of August, 2007.

EDWARD W. DOUGHERTY, III

Incorporator

STATE OF FLORIDA COUNTY OF LEON

The foregoing instrument was acknowledged before me this 8th day of August, 2007, by EDWARD W. DOUGHERTY, III, as Incorporator of IDM SOUTHEASTERN FOUNDATION, INC., a Florida corporation not-for-profit, who is personally known to me,-or-who has produced as identification.



Notary Public

# CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS WITHIN THIS STATE, AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Sections 617.0501 and 48.091, Florida Statutes, **IDM SOUTHEASTERN FOUNDATION**, **INC.**, desiring to organize under the laws of the State of Florida, has designated Igler & Dougherty, P.A., whose street address is 2457 Care Drive, Tallahassee, Florida 32308, as its agent to accept service of process within the State of Florida.

EDWARD W. DOUGHERTY, III

Incorporator

Having been named by the above-referenced corporation as its registered agent to accept service of process at the location designated herein, **EDWARD W. DOUGHERTY, JR.** hereby accepts to act in this capacity, is familiar with and accepts the obligations of Section 617.0501, Florida Statutes, and agrees to comply with the laws of Florida applicable thereto.

EDWARD W. DOUGHERTY, JR.

as Registered Agent

Date: August 8, 2007

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