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TALLAHASSEE, FLORIDA

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MAYER • BROWN

Mayer Brown LLP
214 North Tryon Street
Suite 3800
Charlotte, North Carolina 28202-2137

Main Tel (704) 444-3500
Main Fax (704) 377-2033
www.mayerbrown.com

Julia O Leopard
Direct Tel (704) 444-3523
Direct Fax (704) 377-2033
jleopard@mayerbrown.com

October 24, 2007

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

Re: The Reward Foundation, Inc.

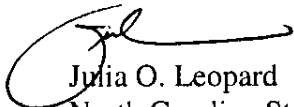
Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and a filing fee check in the amount of \$87.50 regarding The Reward Foundation, Inc. Please file the original Articles with your office and return the certified copy and certificate to me.

Please contact me if you have any questions.

Sincerely,

MAYER BROWN LLP



Julia O. Leopard
North Carolina State Bar
Certified Paralegal

Enclosures

cc: C. Wells Hall III
Jo Ann M. Ward

COVER LETTER

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

SUBJECT: THE REWARD 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: C. WELLS HALL III
Name (Printed or typed)

214 N. Tryon Street, Suite 3800

Address

Charlotte, NC 28202

City, State & Zip

(704) 444-3523

Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF

THE REWARD FOUNDATION, INC.

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

ARTICLE I

The name of the corporation is THE REWARD FOUNDATION, INC.

ARTICLE II

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

3055 Harbor Drive
Unit 1702
Ft. Lauderdale, FL 33316

ARTICLE III

The corporation is organized to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, educational, religious, scientific, and literary purposes either directly or by contributions to organizations that qualify as exempt organizations under and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of a successor statute (hereinafter "the Internal Revenue Code").

ARTICLE IV

The manner of election or appointment, the qualifications and the term of directors shall be as set forth in the bylaws of the corporation adopted by the directors. Such provisions shall not be in conflict with the provisions and requirements of Chapter 617 of the Florida Statutes (or the corresponding provision of any future Florida Statutes).

ARTICLE V

The number of directors constituting the initial board of directors shall be three (3) and the names and addresses of persons who are to serve as such directors are set forth below. Each member of the initial board of directors shall serve as a director until his or her successor has been selected and has qualified:

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SECRETARY OF STATE

<u>Name</u>	<u>Address</u>	<u>Title</u>
Robert E. Ward III	3055 Harbor Drive Unit 1702 Ft. Lauderdale, Florida 33316	Director
Jo Ann Merritt Ward	3055 Harbor Drive Unit 1702 Ft. Lauderdale, Florida 33316	Director
William B. Wright, Jr.	6722 Mount Herman Road Raleigh, North Carolina 27617	Director

ARTICLE VI

The street address (which is the same as the mailing address) and county of the initial registered office of the corporation is 3055 Harbor Drive, Unit 1702, Broward County, Florida 33316, and the name of the initial registered agent of the corporation at such address is Robert E. Ward III.

ARTICLE VII

The name and address of the incorporator are as follows:

C. Wells Hall III
Mayer Brown LLP
214 N. Tryon Street
Suite 3800
Charlotte, North Carolina 28202

ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, directors, 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 III (a) above. 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 otherwise 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 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 (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE IX

The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The corporation will not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), (b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), (c) make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE X

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such manner or to such organization or organizations organized and operated for substantially the same purposes as this corporation or exclusively for charitable, educational, religious, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Director shall determine.

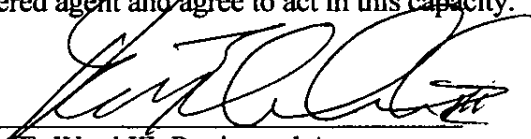
ARTICLE XI

The corporation shall have no members.


ARTICLE XII

To the fullest extent permitted by Chapter 617 of the Florida Statutes as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable for monetary damages arising out of an action whether by or in the right of the corporation or otherwise for breach of any duty as a director. No amendment or repeal of this article, nor the adoption of any other amendment to these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

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.


Robert E. Ward III, Registered Agent

10.17.07
Date


C. Wells Hall III, Incorporator

10/22/07
Date

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TALLAHASSEE, FLORIDA