

**No 7000012177**

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**The Sean P. Downes Foundation, Inc.**

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December 18, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

YOUR CAPITAL CONNECTION, INC.

SUBJECT: THE SEAN P. DOWNES FOUNDATION, INC.  
REF: W07000060972

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H07000300866  
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**Articles of Incorporation of Florida Nonprofit Corporation  
in Compliance with Chapter 617, Florida Statutes (Not for Profit)**

**of**

**The Sean P. Downes Foundation, Inc.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2007 DEC 17 PM 4:25

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**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is The Sean P. Downes Foundation, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal office address of this corporation is: 10475 Cain Circle, Delray Beach, Florida 33446. The mailing address of this corporation is 10475 Cain Circle, Delray Beach, Florida 33446.

**ARTICLE III**  
**CORPORATE NATURE**

This is a nonprofit corporation, organized exclusively for charitable, educational, religious and scientific purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

**ARTICLE IV**  
**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE V**  
**GENERAL AND SPECIFIC PURPOSES**

This is a nonprofit corporation, 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.

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**ARTICLE VI**  
**MANAGEMENT OF CORPORATE AFFAIRS**  
**AND MANNER OF ELECTION OF DIRECTORS**

After incorporation, an organizational meeting shall be held in accordance with Florida Law for the purpose of electing a Board of Directors and adopting By-laws.

The number of members of the Board of Directors shall be designated in the By-laws. The Board of Directors shall consist of not more than seven persons with the number and term of the directors to be established by the By-laws. Vacancies in the Board of Directors shall be filled by a majority vote of the remaining directors. Appointments to the Board of Directors shall be made by a majority vote of the directors whose terms have not expired.

Annual meetings shall be held on the first Thursday of the month of December at 10476 Cain Circle, Delray Beach, Florida or at any other such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one member of the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to the action shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and the Articles of Incorporation and the By-Laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

**ARTICLE VII**  
**EARNINGS AND ACTIVITIES OF CORPORATION**

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 purposes

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set forth in Article V hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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 any Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE VIII** **DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE IX** **AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

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**ARTICLE X**  
**DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable, religious, educational and scientific purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

**ARTICLE XI**  
**REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office shall be 105 East Palmetto Park Road, Boca Raton, Florida 33432 and the name of its registered agent at said address shall be Arthur B. D'Almeida, Esquire.

**ARTICLE XII**  
**AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

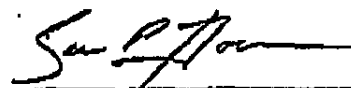
**ARTICLE XIII**  
**INITIAL INCORPORATOR**

The name and address of the initial incorporator is Sean P. Downes, 10475 Cain Circle, Delray Beach, FL 33446.

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IN WITNESS WHEREOF, the undersigned, for the purpose of forming a nonprofit corporation to do business both within and without of the State of Florida, under the laws of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares hereinabove set forth and hereunto sets his hand and seal the 13 day of December, 2007.

  
Sean P. Downes  
Incorporator

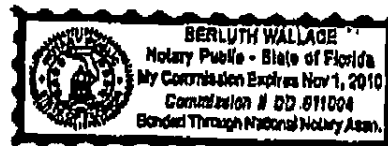
I HEREBY ACCEPT the foregoing designation as Registered Agent outlined in Article XI.

  
Arthur B. D'Almeida

STATE OF FLORIDA  
COUNTY OF Broward

I HEREBY CERTIFY that on the 13 day of December, 2007 before me a Notary Public, duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Sean P. Downes, Incorporator of the foregoing Articles of Incorporation, known to me personally to be such, and I have first made known to him the contents of said Articles, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed and deposed that the facts therein stated were truly set forth.

  
Notary Public, State of Florida  
My Commission expires: November 1, 2010



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