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FLORIDA PROFIT/NON PROFIT CORPORATION

Tobin Charitable Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF THE
TOBIN CHARITABLE FOUNDATION, INC.**

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

I, the undersigned incorporator, file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

TOBIN CHARITABLE FOUNDATION, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 3992 Orchard Hill Circle, Palm Harbor, FL 34684, or such other address within the State of Florida as the Board of Directors may from time to time designate.

ARTICLE III - PURPOSE

The Corporation is organized exclusively for charitable, scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding sections of any future federal tax code. The Corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations set forth in these Articles, shall use the whole or any part of the income from such property and such

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principal exclusively for its charitable, scientific or educational purposes.

ARTICLE IV - OFFICERS AND DIRECTORS

(a) Except as reserved to the members, the powers of the Corporation shall be exercised and its affairs conducted by a Board of Directors.

(b) The number of Directors shall be provided in the Bylaws of the Corporation, but shall not be less than three (3).

(c) Directors shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE V - BYLAWS

Members shall adopt Bylaws for the Corporation at the organizational meeting of the Corporation held following the filing of these Articles of Incorporation. The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be exercised by the Members in accordance with the provisions of the Bylaws.

ARTICLE VI - REGISTERED OFFICE AND AGENT

(a) The street address of the initial registered office of the Corporation shall be 3992 Orchard Hill Circle, Palm Harbor, FL 34684.

(b) The name of the initial registered agent of the Corporation located at said address shall be John J. Tobin. Having been so named to accept said service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

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ARTICLE VII – INCORPORATOR NAME AND ADDRESS

The name and address of the incorporator is John J. Tobin, 3992 Orchard Hill Circle, Palm Harbor, FL 34684.

ARTICLE VIII - POWERS

(a) Except as otherwise limited by the provisions of this Article VIII, this Corporation shall have an exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes, as amended, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this Corporation is organized.

(b) This Corporation is not authorized to issue stock. This corporation is empowered to receive to receive contributions, gifts, bequests, devises and endowments (which shall be administered and converted or otherwise disposed of by this Corporation exclusively for the purposes set forth in Article III above. No part of the assets or net earnings of this Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons (except that reasonable compensation may be paid for services rendered to or for this Corporation affecting one or more of its purposes), and none of its directors, officers, or other private persons shall be entitled to share in the distribution off any of the corporate assets on dissolutions of this Corporation.

(c) No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and this Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(d) Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or the Treasury regulations promulgated

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thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(e) During any period when this Corporation is a "private foundation" as defined in Section 509(a) of the Code, this Corporation shall not do any of the following:

- (1) Engage in any act of "self-dealing," as defined in Section 4941(d) of the Code, which would result in any tax liability under Section 4941(a) of the Code;
- (2) Fail to distribute due the purposes specified in Article III hereof amounts sufficient to avoid tax liability under Section 4942(a) of the Code;
- (3) Retain any "excess business holdings," as defined in Section 4943© of the Code, which would result in any tax liability under Section 4943(a) of the Code;
- (4) Fail to exercise ordinary business care and prudence in making investments or make any investment which, under Section 4944 of the Code, would jeopardize the carrying out of any of its exempt purposes and result in any tax liability under Section 4944(a) of the Code; or
- (5) Make any "taxable expenditures," as defined in Section 4945(d) of the Code, which would result in any tax liability under Section 4945(a) of the Code.

(f) In the event of termination, dissolution or final liquidation of this Corporation in any manner for any reason whatsoever, the Board of Directors shall, after paying or making provision for the payment of all of the proper liabilities of this Corporation, dispose of all of the remaining assets of this Corporation exclusively for an in accordance with the purpose of this Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code, or corresponding sections of any prior or future federal tax code, or to the federal, state, or local government body to be used for exclusively public purposes, as the Board of Directors determines.

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(g) This Corporation has adopted a conflict of interest policy substantially similar to that which is recommended by the Internal Revenue Service to be adopted by 501(c)(3) organizations. A full copy of the policy is attached to this Corporations bylaws.

(h) This Corporation shall indemnify each person who may be indemnified (the "Indemnatee") pursuant to Sections 607.0831 and 607.0850 (as each of these sections are limited by Section 617.0834) of Title XXXVI of the Florida Statutes (or any successor provision thereto), to the full extent permitted thereby. In each and every situation where this Corporation may do so under such sections, this Corporation hereby obligates itself to so indemnify the Indemnities, and in each case, if any, where this Corporation must take certain investigations on a case-by-case basis prior to indemnification, this Corporation hereby obligates itself to pursue such investigations diligently, it being the specific intention of the bylaws to obligate this Corporation to indemnify each person whom it may indemnify to the fullest extent permitted by law at any time and from time to time. To the extent not prohibited by Sections 607.0831 and 607.0850 (as each of these sections are limited by 607.0834) of Title XXXVI of the Florida Statutes (or any other provision of the Florida Statutes), the Indemnitees shall not be liable to this Corporation except for their own individual willful misconduct or actions taken in bad faith. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of the Board of Directors, or otherwise.

ARTICLE IX - TERM OF DURATION

The Corporation shall have perpetual duration.

ARTICLE X - MEMBERS OF THE CORPORATION

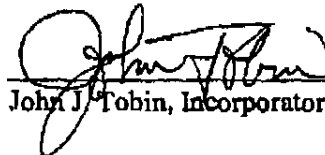
The members of the Corporation shall consist of the person signing the Certificate of Incorporation and such other person or persons as the member may elect, by a vote of a majority of all of the members of the Corporation, at any annual or special meeting of the members.

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ARTICLE XI - AMENDMENTS

These Articles may be amended by resolution adopted by the majority vote of the members of the Corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of the Corporation or ten (10) days advance notice of the amendment or amendments, to be considered at such meeting, shall have been given in writing personally or by mail to each member of the Corporation prior to such meeting. All actions, including but not limited to, Amendment to Articles of Incorporation, required to be taken by written consents as provided in Florida Statutes, as now amended, or as the same may be amended in the future.

IN WITNESS WHEREOF, for purposes of forming a not-for-profit Corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 16th day of September, 2008.


John J. Tobin, Incorporator

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature: 
John J. Tobin

Date: 9-16-08