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FLORIDA PROFIT/NON PROFIT CORPORATION

J & K WEINERT FAMILY FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
J & K WEINERT FAMILY FOUNDATION, INC.**

The undersigned, being a natural person of full age, for the purpose of organizing a Florida nonprofit corporation in compliance with Florida Statutes, Chapter 617, F.S., (Not for Profit) does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the Corporation is J & K Weinert Family Foundation, Inc. The principal address of the Corporation is 7 Avenue De La Mer, #206, Palm Coast, Florida 32137.

**ARTICLE II
PURPOSES AND POWERS**

1. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law (the "Code"), and in particular, provide grants to charitable causes.
2. The Corporation in carrying out its purposes shall have all the powers granted by law to a corporation formed under Florida Statutes, Chapter 617, F. S., as amended.
3. Notwithstanding any provision herein, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.
4. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except to the extent permitted by law, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE III
NO PRIVATE INUREMENT**

No part of the net earnings of the Corporation shall inure to the benefit of any private individual, 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 II hereof.

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**ARTICLE IV
DURATION**

The duration of existence of the Corporation shall be perpetual.

**ARTICLE V
REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent are Kate W. Weinert and the initial registered office address shall be 7 Avenue De La Mer, #206, Palm Coast, Florida 32137.

**ARTICLE VI
NO CAPITAL STOCK**

The Corporation shall not have capital stock.

**ARTICLE VII
MEMBERS**

The Corporation shall have no members.

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

1. The general management of the Corporation shall be vested in a Board of Directors. The number, qualifications, term of office, method of election, powers, authorities, and duties of the Directors, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be as specified in the Bylaws of the Corporation.

2. Any action required or permitted to be taken at a meeting of the Board of Directors or committee may be taken without a meeting if the action is taken by all members of the board or the committee. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member.

3. The manner of election of the initial Board of Directors was appointment by the incorporator.

4. The names and addresses of the initial Board of Directors are:

James J. Weinert	7 Avenue De La Mer, #206 Palm Coast, Florida 32137
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Kate W. Weinert	7 Avenue De La Mer, #206 Palm Coast, Florida 32137
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Andrew B. Weinert

6112 Crescent Drive
Minneapolis, MN 55436

Jennifer W. Duggan

7 Bridge Lane
Edina, MN 55424

ARTICLE IX POWERS

The Corporation, for purposes appropriate to its objectives, may take a gift, purchase, devise, or bequest of real or personal property and may lease, pledge, mortgage, or dispose of the same.

ARTICLE X AMENDMENT

The Board of Directors may amend the Articles of Incorporation at any meeting by a simple majority vote.

ARTICLE XI DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute the assets of the Corporation to such organization or organizations as the Board may determine which are organized and operated exclusively for charitable, educational or scientific purposes and which qualify as exempt organizations under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the district court 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. Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by the Corporation upon trust or other condition, or subject to any executory or special limitation, and such property, upon dissolution of the Corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE XII INCORPORATOR

The name and address of the incorporator are as follows:

Eileen M. Day
150 South 5th Street, Suite 2300
Minneapolis, MN 55402

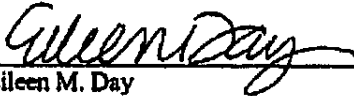
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IN WITNESS WHEREOF, I have hereto set my hand on the 1st day of October,
2008.


Eileen M. Day
Incorporator

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J & K WEINERT FAMILY FOUNDATION, INC.
Acceptance of Registered Agent

I, Kate W. Weinert, having been named as registered agent in the accompanying Articles of Incorporation and to accept service of process for J & K Weinert Family Foundation, Inc. at the place designated in the Articles of Incorporation, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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 as provided for in Chapter 617, F.S.

Date: 10/1, 2008


Kate W. Weinert
Registered Agent

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