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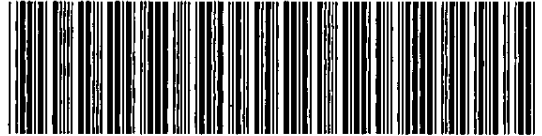
(Business Entity Name)

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2008 OCT 27 PM 3:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*  
10/27

## COVER LETTER

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

SUBJECT: Tri Way 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: Alyssa K. Hathaway  
Name (Printed or typed)

1012 Godetia Street  
Address

Lake Placid, FL 33852  
City, State & Zip

(813) 441-3246  
Daytime Telephone number

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

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2009 OCT 27 PM 3:36

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

of

Tri Way Foundation, Inc.

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

### ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be: Tri Way Foundation, Inc. For convenience it is herein called the foundation. The principal office shall be, and place where business shall be carried on is, at Lake Placid, Highlands County, Florida, until otherwise established, authorized, and ordered by the Board of Directors.

### ARTICLE II - DURATION

The existence of this foundation shall be perpetual, and shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

### ARTICLE III - PURPOSE

3.1 The foundation shall be operated exclusively for charitable, scientific, literary and/or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law ("Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code.

3.2 Gifts. The foundation may receive, by gift, bequest, devise, or in any other manner, money, assistance, and any other form of contribution, whether of real, personal, or mixed property, from any person, firm or corporation to be used in the furtherance of the

purposes of the foundation; provided, however, that gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.

3.3 Offices and Employees. The foundation may establish one or more offices and employ such agents, employees and clerical force as may be deemed necessary or proper to conduct and carry on the work of the foundation, and it may pay a reasonable compensation for the services of such persons.

3.4 General Powers: The foundation may contract and be contracted with, sue and be sued, invest and reinvest the funds of the foundation, and do all acts and things requisite, necessary, proper, or desirable to carry out and further the purposes for which the foundation is formed.

#### ARTICLE IV - INITIAL BOARD OF DIRECTORS

4.1 The affairs of the foundation shall be managed by a board consisting of eight directors. The number of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the foundation in a manner provided by law, but shall never be less than one (1). The names and addresses of the eight persons who are the initial Directors of the foundation are as follows:

<u>Name</u>	<u>Address</u>
Ronald E. Hathaway, Sr. and Mildred L. Hathaway	P.O. BOX 484, Lake Placid, FL 33862
Robert S. Brown Sr. and Melinda L. Brown	PO BOX 1413, Lake Placid, FL 33862
Keith E. Hathaway and Renasue F. Hathaway	PO BOX 1816, Lake Placid, Fl 33862
Ryan E. Hathaway and Alyssa K. Hathaway	P.O. BOX 444, Lake Placid, FL 33862

4.2 Admission. Directors shall be elected by the directors in the manner determined by the Bylaws.

4.3 Term: The term of office for an elected director shall begin with the date of his/her election and shall expire at the third annual meeting of directors of the foundation following his/her election. The term of a director elected to fill a vacancy shall expire at the time of the expiration of the office being filled.

4.4 Rights. Each Director shall be entitled to one vote at meetings of the foundation, but no Director of the foundation shall have any vested right, privilege or interest of, in or to the assets, functions, affairs or franchise of the foundation, or any right, interest or privilege which may be transferable or inheritable or which shall continue if his/her directorship ceases.

4.5 Termination. A Director may be terminated for cause by concurrence of two-thirds of all directors of the foundation after due notice to the Director and an opportunity to be heard.

4.6 Meetings. Directors shall meet at least annually, and special meetings may be called, at such time and place as shall be determined, from time to time, by a majority of the directors.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this foundation is as follows:

Ralph P. Richard  
12561 Allendale Circle  
Fort Myers, FL 33912

#### ARTICLE VI - INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is Alyssa K.Hathaway, 1012 Godetia Street, Lake Placid, FL 33852.

## ARTICLE VII - DISTRIBUTIONS

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 foundation 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 Three hereof. No substantial part of the activities of the foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the foundation 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 foundation shall not carry on any other activities not permitted to be carried on (a) by a foundation 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 section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE VIII - AMENDMENT OF ARTICLES

This foundation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto. Notice of the subject matter of a proposed amendment shall be included in the notice of the meeting at which a proposed amendment is considered. A resolution adopting a proposed amendment or amendments shall be approved by two-thirds of all directors. An amendment so adopted and approved shall be filed with the secretary of state as provided by law.

## ARTICLE IX - INDEMNIFICATION


To the extent permitted by law, the foundation shall indemnify and hold harmless each person serving as an officer or director of the foundation, and each person who serves at the request of the foundation as a director or officer of any other corporation, from and against any all claims and liabilities to which such person shall become subject by reason of his being director or officer of this foundation, or by reason of any action alleged to have been taken or omitted by him as a director or officer. The foundation shall reimburse each person for all costs, legal and other expenses reasonably incurred by them in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

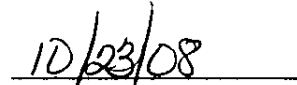
The rights accruing to any person under the foregoing provisions shall not exclude any other right to which they may be lawfully entitled, nor shall anything therein contained restrict the right of the foundation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

## ARTICLE X - DISSOLUTION

Upon the dissolution of the foundation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of  
Incorporation at Lake Placid, Florida this 23 day of October, 2008.

  
Alyssa K. Hathaway  
Incorporator

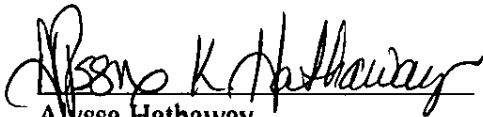
  
Date



CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

IN COMPLIANCE with Section 48.091, Florida Statutes, the following is submitted:

FIRST - that Tri Way Foundation, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1012 Godetia Street, Lake Placid, Highlands County, Florida 33852, has named Ralph P. Richard, located at 12561 Allendale Circle, Fort Myers FL 33912, as its agent to accept service of process within Florida.

  
Alyssa Hathaway

Title: Incorporator

Date: 10/23/08

HAVING been named to accept service of process for the above-stated corporation, at the place designated in this certification, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
RALPH P. RICHARD

Date: September 30, 2008

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA