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Division of Corporations

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## FLORIDA PROFIT/NON PROFIT CORPORATION

VISION360 FOUNDATION, INC.

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ARTICLES OF INCORPORATION OF  
VISION360 FOUNDATION, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes.

ARTICLE I

The name of the corporation shall be VISION360 FOUNDATION, INC. and it shall have perpetual existence.

ARTICLE II

The address of the corporation's principal office and mailing address is 2002 Arlington Heights Road, Arlington Heights, IL. 60005, and its registered office in the State of Florida is 1271 Spring Lake Drive, Orlando, FL. 32804, and the name of its initial registered agent at such address is Greg Clendenin.

ARTICLE III

1. The purpose for which this corporation is formed is to receive gifts and other transfers in perpetuity or for other periods of time consistent with the wishes of the donor or transferor, and to expend the income and principal thereof in furtherance and to aid the support of the charitable, educational, missionary, denominational, and religious objectives of Vision360 NFP corporation, an Illinois not for profit corporation ("Vision360") as those purposes are described by Section 501(c)(3) of the Internal Revenue Code and to receive, hold, invest, and administer and to disburse for those same purposes as well as for other purposes consistent with the provisions of Section 664(c) of the Internal Revenue Code any monies, securities or other property which may be transferred to this foundation by gift, devise, bequest, or otherwise.
2. No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office. No part of the net earnings of the

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corporation shall inure to the benefit of any member of the Board of Directors or other individual.

#### ARTICLE IV

The name and place of residence of the incorporator of this corporation is as follows:

Greg Clendenin, 1271 Spring Lake Drive, Orlando, FL. 32804

#### ARTICLE V

The corporation shall have the following powers, to be exercised only to prosecute and effectuate its non-profit purposes.

(1) To purchase, take, receive, leases as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of this state, as may be necessary and proper for carrying on its legitimate affairs; provided that the corporation may hold real estate acquired in payment of a debt, by foreclosure or otherwise, and real estate exchanged therefore, even though not necessary for carrying on its legitimate affairs;

(2) To receive and take by gift, grant, assignment, transfer, devise or bequest, any real or personal property in trust for such purposes as may be necessary and proper for carrying on its legitimate affairs and to execute and perform all such trusts in accordance with the terms, conditions, limitations and restrictions thereof;

(3) To sell, convey, mortgage, pledge, lease as lessor and otherwise dispose of all or any part of its property and assets;

(4) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use or employ shares or other interests in or obligations of domestic or foreign and alien corporations, whether for profit or not for profit, and to sell, loan, pledge or otherwise dispose of such share, interests or obligations;

(5) To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes at such rates of interest as the corporation may determine; to issue its notes, bonds and other obligations; and to secure any of its obligations by mortgage, pledge or deed of trust of all or any of its property, franchises and income;

(6) To invest its funds from time to time in any real or personal property; to lend money for its corporate purposes; and to take and hold real and personal property as security for the payment of funds so invested or loaned;

(7) To make donations in furtherance of any of its purposes; and

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(8) Insofar as consistent with the general charitable, educational, missionary, denominational and religious purposes of Vision360, to do any act authorized by the laws of the state of Florida for corporations generally.

The Corporation shall have all the powers of a not for profit corporation under The Florida Not for Profit Act, and the above enumeration of powers shall not be construed to limit or be in derogations of such statutory powers.

#### ARTICLE VI

The management and control of the property and affairs of the corporation shall be vested in, and its transactions shall be conducted by a Board of Directors, composed of no fewer than five (5) persons and no more than twenty-five (25) persons, the exact number to be determined in accordance with the provisions of the bylaws. All Directors shall be elected to the Board of Directors of this corporation by vote of the Board of Directors of Vision360. Any vacancy occurring in the Board of Directors of this Corporation from any cause may be filled by the Board of Directors of Vision360 for the unexpired term of the retiring Director.

The initial members of the Board of Directors are as follows:

Greg Clendenin  
Steve Schultz  
Brea Barnes  
Karen Wright  
Rob Chapin

#### ARTICLE VII

The Directors of the corporation shall be the only members thereof and their mode of admission shall be by election as herein provided. No contributions are required by the members of the corporation, and there shall be no personal liability upon any member of this corporation for any corporate obligation.

#### ARTICLE VIII

The officers of the corporation shall be a President, a Secretary and a Treasurer, all of whom shall be elected by the corporation Board of Directors, from their own members. The Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers. Each of said officers shall serve until his or her successor shall be elected or appointed and has been qualified. Said officers shall perform the duties as may from time to time be prescribed by the Board of Directors or required by the Bylaws of the Corporation.

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The initial officers of the corporation are as follows:

President-Greg Clendenin  
Secretary-Brea Barnes  
Treasurer-Steve Schultz

#### ARTICLE IX

Voluntary dissolution of this corporation shall be only upon the affirmative vote of two-thirds of the members of the Board of Directors present and voting in any meeting called for that purpose, provided that thirty (30) days prior thereto a notice thereof stating the purpose shall be properly mailed to each Director.

Up dissolution of this corporation, its property shall be applied first to the payment of its just debts and expenses in closing its affairs and, secondly, the residue of the property shall be given to Vision360 or to such other religious or charitable organizations which are tax exempt under section 501 (c) (3) of the Internal Revenue Code as the Board of Directors may determine to be most in accord with the purposes of this corporation. Any assets not so disposed of shall be disposed of by the Circuit Court located in Orange County, Florida, exclusively for such purposes or to such organization or organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE X

Subject to ratification by the Board of Directors of Vision360 the Board of Directors may adopt Bylaws. Such Bylaws and Articles of Incorporation of this corporation may be amended from time to time by a majority vote of the Board of Directors and ratified by the Board of Directors of Vision360.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 30 day of November, 2008.

  
\_\_\_\_\_  
GREG CLENDENIN, Incorporator

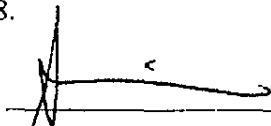
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**CONSENT OF REGISTERED AGENT**

Greg Clendenin, the undersigned, hereby accepts appointment and hereby consents to serve as *registered agent of Vision360 Foundation, Inc., a Florida corporation not for profit*, and agrees to maintain the registered office and accept process according to law. The undersigned is familiar with and accepts the obligations of the position of registered agent.

DATED this 30 day of November, 2008.

A handwritten signature in black ink, appearing to read 'Greg Clendenin', is written over a horizontal line.

GREG CLENDENIN

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