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**FLORIDA PROFIT/NON PROFIT CORPORATION**

Ave Maria Foundation for the Arts, Inc.

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**ARTICLES OF INCORPORATION  
OF  
AVE MARIA FOUNDATION FOR THE ARTS, INC.  
(a Florida Not For Profit Corporation)**

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**ARTICLE I  
NAME OF THE CORPORATION**

The name of this corporation is Ave Maria Foundation for the Arts, Inc. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE, STREET ADDRESS, AND MAILING ADDRESS**

The Corporation's principal office, street address, and mailing address of the Corporation are located at 5050 Ave Maria Boulevard, Ave Maria, Florida, 34142-9505.

**ARTICLE III  
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

**ARTICLE IV  
PURPOSES**

The Corporation is organized exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code (the "Code"), and exclusively to carry out the purposes of, for the benefit of, and/or to perform the functions of Ave Maria University, Inc. (the "Supported Organization"), including but not limited to the carrying on of such activities that the board of directors of this Corporation (the "Board of Directors") and the board of directors of the Supported Organization shall from time to time deem to be suitable and advisable.

The initial purposes of the Corporation will be (1) to accept gifts of art and to otherwise acquire works of art for display to the public throughout Ave Maria University and the city of Ave Maria, Florida in furtherance of the Supported Organization's charitable, religious, and educational purposes; (2) to make distributions to organizations that are described in Code Section 501(c)(3); and (3) to do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations,

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firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

**ARTICLE V**  
**MEMBER**

The Corporation shall have a sole corporate member, which shall be the Ave Maria University, Inc. No additional members shall be admitted without the consent of Ave Maria University, Inc. No form of certificate of membership shall be required to identify the sole member's interest.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

There shall be three (3) directors (each, a "Director") on the Corporation's initial Board of Directors. The method of election of the Board of Directors shall be as stated in the Corporation's bylaws (the "Bylaws"). The names and addresses of the initial directors are:

Thomas S. Monaghan  
10047 Gulf Shore Drive  
Naples, FL 34108

Nicholas J. Healy, Jr.  
5080 Annunciation Circle, #208  
Ave Maria, FL 34142

Paul Roney  
5080 Annunciation Circle, #302  
Ave Maria, FL 34142

**ARTICLE VII**  
**DISSOLUTION**

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed to Ave Maria University, Inc. or to the not-for-profit successor in interest to Ave Maria University. If Ave Maria University, Inc. is not in existence and has no not-for-profit successor in interest, then upon the dissolution of the Corporation the assets of the Corporation shall be distributed to one or more organizations that are recognized as exempt under Code Section 501(c)(3) and that have purposes similar to those of Ave Maria University, or 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 Florida 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.

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**ARTICLE VIII**  
**PROHIBITED ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 the purposes set forth in Article IV hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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 or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Sections 170(c)(2), 2055, and 2522.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Code Section 509(a), then in that event the Corporation:

A. Shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; and,

B. Shall not (i) engage in any act of self-dealing as defined in Code Section 4941(d); (ii) retain any excess business holdings as defined in Code Section 4943; (iii) make any investments in such manner as to subject it to tax under Code Section 4944; or (iv) make any taxable expenditures as defined in Code Section 4945(d).

**ARTICLE IX**  
**AMENDMENT OF BYLAWS**

The Corporation's Bylaws may be amended, altered, restated, or repeated and new Bylaws may be adopted only by the Corporation's sole corporate member, Ave Maria University, Inc. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or with these Articles of Incorporation.

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**ARTICLE X**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of incorporation may be amended, altered, and/or restated only by the Corporation's sole corporate member, Ave Maria University, Inc.

**ARTICLE XI**  
**REGISTERED AGENT**

The street address of the Corporation's registered office in the State of Florida is 1395 Panther Lane, Naples, Florida, 34109 and the name of its registered agent at such office is NAPLES-LAWDOCK, INC.

**ARTICLE XII**  
**INCORPORATOR**

The sole incorporator of the Corporation is Nicholas J. Healy, Jr. The complete business address of the sole incorporator is c/o Ave Maria University, Inc., 5050 Ave Maria Boulevard, Ave Maria, Florida, 34142-9505.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 28 day of November 2008.

  
NICHOLAS J. HEALY, JR.  
Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

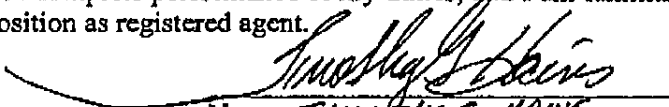
PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is Ave Maria Foundation for the Arts, Inc.

The name of the initial registered agent of the Corporation is NAPLES-LAWDOCK, INC. The address of this registered agent is 1395 Panther Lane, Suite 300, Naples, FL 34109.

**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

  
Name: TIMOTHY G. HAINS  
Title: PRESIDENT  
NAPLES-LAWDOCK, INC.  
Registered Agent

Date: November 28, 2008

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