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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**MT Family Foundation, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
MT FAMILY FOUNDATION, INC.**

*A Florida "Not for Profit" Corporation*

*The undersigned, acting as incorporator or a corporation under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:*

**ARTICLE 1  
NAME OF THE CORPORATION**

The name of the corporation is MT FAMILY FOUNDATION, INC. (hereinafter the "Corporation").

**ARTICLE 2  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is located at 3535 Gin Lane, Naples, Florida 34102.

**ARTICLE 3  
DURATION**

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

**ARTICLE 4  
PURPOSES**

4.1 The Corporation is organized exclusively for charitable, religious 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, or corresponding section of any future federal tax code ("Code").

4.2 The initial purposes of the Corporation will be:

4.2.1 The Corporation is organized and shall be operated exclusively for charitable, educational, scientific, religious, and literary purposes within the meaning of §501(c)(3) of the Code, including by way of illustration, but not in limitation, to aid in the economic, educational and spiritual development of people in the Republic of Uganda by funding the activities of Cornerstone Development Uganda, a non-governmental organization. The Corporation may carry out its purposes directly or by making gifts, grants, or other payments to organizations or individuals as may be allowed by law.

4.2.2 To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations, foreign, in particular, the

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Cornerstone Development Uganda, a non-governmental organization, or domestic, organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

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

4.3 The purposes of the Corporation may be changed by an amendment to these Bylaws in accordance with Article 11 hereof, provided that such new or modified purposes remain qualifying purposes under §501(c)(3) of the Code.

**ARTICLE 5**  
**PROHIBITED ACTIVITIES**

5.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, officers, members 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 4 hereof.

5.2 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. 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 §501(h) of the Code.

5.3 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 §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §170(e)(2), 2055, 2100(a)(2) and 2522 of the Code.

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

5.4.1 shall make distributions its income for each tax year at such time and in such manner as not to become subject to the tax imposed by §4942 of the Code; and,

5.4.2 shall not (i) engage in any act of self-dealing as defined in §4941(d) of the Code; (ii) retain any excess business holdings as defined in §4943(c) of

the Code; (iii) make any investments in such manner as to subject it to tax under §4944 of the Code; or (iv) make any taxable expenditures as defined in §4945(d) of the Code.

#### **ARTICLE 6** **REGISTERED AGENT**

6.1 The name of the registered agent of the corporation is MICHAEL TIMMIS. The address of this registered agent is c/o 3535 Gin Lane, Naples, Florida 34102.

6.2 The Board of Directors shall have the authority to change the registered agent by majority vote.

#### **ARTICLE 7** **MEMBERS**

7.1 The Corporation shall have members.

7.2 The initial Members of the Corporation shall be Michael Timmis and Nancy Timmis. Subsequent or additional Members shall be appointed as provided in the Corporation's Bylaws.

#### **ARTICLE 8** **INITIAL BOARD OF DIRECTORS**

8.1 There shall be four (4) directors on the initial Board of Directors.

8.2 The method of election of the Board of Directors shall be stated in the bylaws.

8.3 The names and addresses of the initial members of the Board of Directors are:

<u>Name:</u>	<u>Address:</u>	<u>Title:</u>
Michael Timmis	c/o 3535 Gin Lane Naples, FL 34102	Director & Chairman of the Board
Nancy Timmis	c/o 3535 Gin Lane Naples, FL 34102	Director
Michael T.O. Timmis	c/o 3535 Gin Lane Naples, FL 34102	Director
Justin Blomberg	130 Kercheval Ave. Suite 200 Grosse Pointe Farms, MI 48236	Director

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## ARTICLE 9

### **DISSOLUTION**

The Corporation shall dissolve upon the earlier to occur of (1) the date determined by the affirmative unanimous vote of the Members; (2) the date the Corporation no longer has assets; or (3) the date that there is no Timmis Family Member who is a Member or a Director of the Corporation, as provided in the Corporation's Bylaws. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to one or more organizations recognized as exempt under §501(c)(3) of the Code to be used exclusively for charitable and educational purposes as may be selected by the Board of Directors with the unanimous consent of the Members, if any are then acting. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

## **ARTICLE 10**

### **AMENDMENT OF BYLAWS**

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative unanimous vote of the Members. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

**ARTICLE 11**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended, altered and/or restated only by the affirmative unanimous vote of the Members.

## ARTICLE 12

The sole incorporator of the Corporation is Michael Timmis. The complete business address of the sole incorporator is 3535 Gin Lane, Naples, Florida 34102.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 12 day of December, 2008. 1-5

Michael Timmis, 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 MT FAMILY FOUNDATION, INC.

The name of the initial registered agent of the Corporation is MICHAEL TIMMIS, 3535 Gin Lane, Naples, FL 34102.

**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.

  
Michael Timmis, Registered Agent

Date: Dec 12, 2006

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