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FLORIDA PROFIT/NON PROFIT CORPORATION  
USAFA GRADUATE INITIATIVE, INC.

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**ARTICLES OF INCORPORATION  
OF  
USAFA GRADUATE INITIATIVE, INC.  
(a Florida Corporation Not For Profit)**

**ARTICLE I**

**NAME**

The name of this corporation is **USAFA GRADUATE INITIATIVE, INC.** (hereinafter called the "Corporation").

**ARTICLE II**

**PRINCIPAL ADDRESS AND MAILING ADDRESS OF  
THE CORPORATION**

The Corporation's principal office and mailing address are located at 9132 Strada Place, Fourth Floor, Naples, Florida 34108.

**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 and shall be operated for charitable, scientific and educational purposes as those terms are defined under §501(c)(3) of the Internal Revenue Code of 1986, as amended and the administrative, legislative and judicial pronouncements interpreting that section of the Internal Revenue Code ("Code"). The Corporation shall engage in "friend-raising" to develop fundraising in support of United States Air Force Academy and those §501(c)(3) organizations that support the United States Air force Academy. In addition the Corporation shall develop and support electronic chapters, communication networks and other fundraising networks and activities over electronic medium. The Corporation shall raise funds from alumni and friends to support the educational and scientific purposes of the United States Air force Academy. A secondary purpose shall be to foster a spirit of fraternity among graduates, former students of the United States Air Force Academy and persons who support the United States Air Force Academy and to sponsor charitable programs targeted toward graduates and families in need. The purposes of the Corporation may be modified from time to time by the Board of Directors, provided any modification in purpose shall also be a Charitable Purpose.

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**ARTICLE V**

**NECESSARY POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

**ARTICLE VI**

**MANAGEMENT**

Management of the Corporation shall be vested in the Corporation's Board of Directors the members of which shall be not less than three (3) nor more than fifteen (15).

**ARTICLE VII**

**INITIAL DIRECTORS**

The initial directors of the Corporation shall be:

Holly Emrick Svetz  
8423 Amanda Place  
Vienna, VA 22180

John J. Michels, Jr.  
One Prudential Plaza, Suite 3900  
130 E. Randolph Drive  
Chicago, IL 60601, USA

Thomas Slattery  
1250 24th Street NW, Suite 300  
Washington, DC 20037

Jane Francis  
9132 Strada Place  
Naples, Florida 34108

Michael Syiek  
111 Baywood Ave  
Hillsborough, CA 94010

Ben Malisow  
2550 E. Desert Inn #217  
Las Vegas, NV 89121

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Mike Flynn, Jr.  
PO Box 7380  
Baltimore, MD 21227

Kevin Carmichael  
9132 Strada Place  
Naples, Florida 34108

Directors shall be elected as provided in the Bylaws.

#### ARTICLE VIII

##### **MEMBERSHIP**

The Board of Directors shall have the power to establish or eliminate one or more classes of membership in the Corporation in accordance with the procedures set forth in the Bylaws. Each class of membership shall carry those rights, duties and privileges established by the Board of Directors as they may be modified from time to time.

Membership is open to graduates of the United States Air Force Academy and friends and organizations who support the United States Air Force Academy and the United States Air Force Academy graduate community. Graduates of the United States Air Force Academy may become automatic members of the Corporation at the minimum membership level merely by expressing interest in being a member to the Corporation as provided in the Bylaws.

Membership shall not entitle any member of any class to participate in the assets of the Corporation on dissolution and no member shall have a right to income or a personal return on assets contributed to the Corporation.

#### ARTICLE IX

##### **DISSOLUTION**

In the event of dissolution, the Board of Directors shall direct the residual assets of the Corporation to be delivered to (i) one or more organizations which themselves are exempt from federal income taxation as organizations described in sections 501(c)(3) and 170(b)(1)(A) or (ii) the federal, state or local government for exclusive public purpose. In the event the Board of Directors fail to act, a court of competent jurisdiction shall deliver the assets to one or more organizations that are exempt from taxation and which have similar purposes to those of the Corporation.

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation qualifying for exemption from Federal income tax under §501(c)(3) of the Code.

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## ARTICLE X

### PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 §501(h) of the Code. The Corporation shall make a §501(h) election effect for its first year of operation.

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(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

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:

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 §4942 of the Code; and,

B. 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 XII

### AMENDMENT OF BYLAWS

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. 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 XIII

### AMENDMENT OF ARTICLES OF INCORPORATION

Except as otherwise provided in these Articles, these Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors.

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**ARTICLE XIV**

**REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The street address of the Corporation's registered office in the State of Florida is c/o Salvatori, Wood, Buckel and Weidenmiller, P.L., 9132 Strada Place, Fourth Floor, Naples, Florida 34108, and the name of its registered agent at such office is Kevin Carmichael.

**ARTICLE XV**

**NAME AND ADDRESS OF INCORPORATOR**

The name of the person signing these Articles as Incorporator is Kevin Carmichael. The Address of the Incorporator is c/o Salvatori, Wood, Buckel and Weidenmiller, P.L., 9132 Strada Place, Fourth Floor, Naples, Florida 34108.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 14<sup>th</sup> day of January, 2010.

  
Kevin Carmichael

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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 USAFA GRADUATE INITIATIVE, INC.

The name of the initial registered agent of the Corporation is Kevin Carmichael, c/o Salvatori,  
Wood, Buckel and Weidenmiller, P.L., 9132 Strada Place, Fourth Floor, Naples, Florida 34108.

**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.

Salvatori Wood Buckel and  
Weidenmiller, P.L.

By:

  
Kevin Carmichael, Registered Agent

Date:

1/14/10

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Articles of Incorporation of  
USAFA Graduate Initiative, Inc.  
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