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FLORIDA PROFIT/NON PROFIT CORPORATION
Down Syndrome Foundation of Florida, Inc.

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**ARTICLES OF INCORPORATION
OF
DOWN SYNDROME FOUNDATION OF FLORIDA, INC.**

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Down Syndrome Foundation of Florida, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 11206 Howey Cross Road, Clermont, Florida 34715. The mailing address of the Corporation is P. O. Box 533462, Orlando, Florida 32853-3462.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of the Corporation shall include, but shall not be limited to, supporting the needs of individuals with Down Syndrome

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and supporting the families and caregivers of individuals with Down Syndrome (with such support to the families and caregivers to include, but not to be limited to, providing educational opportunities).

B. The Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. 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 to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not 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 Section 170(c)(2).

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ARTICLE IV - MEMBERS

The Corporation may have members if provided for in the Bylaws. The classes of membership, qualifications, limitations and restrictions, and voting rights with respect to such members, if any, shall be as set forth in Bylaws adopted by the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons. The names addresses of the individuals who are to serve as the initial directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Scott Wendel	11206 Howey Cross Road Clermont, Florida 34715
Camille Gardiner	1817 Antilles Place Orlando, Florida 32806
Christie Bancalari	9783 Lake Georgia Drive Orlando, Florida 32817
Joy McCoach	2507 Woodside Avenue Orlando, Florida 32803

**ARTICLE VI - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 11206 Howey Cross Road, Clermont, Florida 34715, and the name of the initial registered agent of the

Corporation at that address is Scott Wendel. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
Scott Wendel	11206 Howey Cross Road Clermont, Florida 34715

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

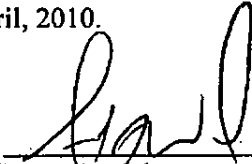
ARTICLE IX - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the date of filing of these Articles of Incorporation with the Secretary of State.

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), 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 the Circuit Court 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 no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these
Articles of Incorporation this 26th day of April, 2010.

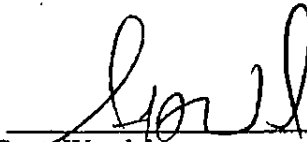


Scott Wendel

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



Scott Wendel

Date: April 26th, 2010