

NID0000004/38

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

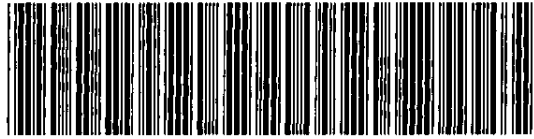
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:



Office Use Only



500175715275

04/26/10--01034--014 **78.75

FILED

200 APR 26 P 12:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 27 2010
D. A. WHITE

CHARLES D. WILDER, JD, LL.M (Tax)
Attorney at Law
Board Certified in Wills, Trusts & Estates



ROBERT H. CULTON, II, JD, CPA, LL.M (Tax)
Attorney at Law - Of Counsel

NICHOLAS J. RUBINO, JD
Attorney at Law - Of Counsel
Board Certified in Wills, Trusts & Estates

MARK L. HAMMOND, JD, LL.M (Tax)
Attorney at Law

159 Lookout Place • Suite 101 • Maitland, FL 32751 • Phone: 407-647-PLAN (7526) • Fax: 407-644-2194 • www.epllc-plc.com

April 22, 2010

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: R&H Gemberling & L&P Miller Memorial Foundation, Inc.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation and Acceptance of Appointment as Registered Agent for the above-named corporation. Also enclosed please find our payment in the amount of \$78.75 representing the filing fee, Designation of Registered Agent and Certificate of Status.

Please return the Certificate of Status and a copy of the Articles of Incorporation to my office.

Should you have any questions, please do not hesitate to contact me or my paralegal, Moria S. Stofko, at 407-647-7526 or mstofko@epllc-plc.com.

Sincerely,

ESTATE PLANNING AND LEGACY LAW CENTER, PLC

Mark L. Hammond

MLH/mss
Enclosures

cc: Lawrence E. and Phyllis A. Miller

\\server02\CPShare\CPWin\HISTORY\100407_0001\363C.0B (11)

**ARTICLES OF INCORPORATION OF
R&H GEMBERLING & L&P MILLER MEMORIAL FOUNDATION,
INC.**

FILED
2010 APR 26 P 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

1. The name of the Corporation is **R&H GEMBERLING & L&P MILLER MEMORIAL FOUNDATION, INC.**
2. The principal place of business and mailing address of this corporation shall be:

91 Cunningham Dr.
New Smyrna Beach, FL 32168.
3. The specific purpose for which the corporation is organized is to make charitable grants to various 501(c)(3) organizations.
4. The manner in which the directors are elected or appointed is that the directors are appointed by the incorporator and thereafter the directors are elected pursuant to the Bylaws of the corporation.
5. The name and Florida address of the initial registered agent are:

Charles D. Wilder
159 Lookout Place
Suite 101
Maitland, FL 32751.
6. This organization is a nonprofit charitable organization and is not organized for the private gain of any person. It is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

7. No substantial part of the activities of this organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(h) of the Internal Revenue Code, and the organization 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.
8. The property of this organization is irrevocably dedicated to charitable purposes. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the organization 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 the purpose clause hereof.
9. Notwithstanding any other provision of these articles of incorporation, this organization shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this organization, and the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
10. Upon the dissolution of the organization, assets remaining after payment, or provision for payment, of all debts and liabilities of this organization, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a nonprofit fund, foundation or organization which is organized and operated for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization 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.

The name and address of the Incorporator to these Articles of Incorporation are:

Charles Wilder
159 Lookout Place
Suite 101
Maitland, FL 32751.



Signature/Incorporator

4/22/10

Date

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, Charles D. Wilder, hereby accept the Appointment as Registered Agent for R&H GEMBERLING & L&P MILLER MEMORIAL FOUNDATION, INC.:

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 this 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.



Signature/Registered Agent

4/22/10

Date

FILED
2010 APR 26 P 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA