

NI 00000005577

(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

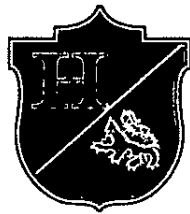


200181657442

06/09/10--01026--005 **78.75

FILED
2010 JUN -9 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Stivers JUN 10 2010



CHARLES M. HOLLOMAN II P.A.
ATTORNEY & COUNSELOR AT LAW

June 3, 2010

Dept. of State, Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Nonprofit Filing Fees

Dear Sir/Madam:

Enclosed herewith please find my client's check number 1104 in the amount of \$78.75 to be applied towards filing fees, registered agent designation, and a certified copy of the attached Articles of Incorporation for CW Foundation. Kindly direct all correspondence to my office concerning this matter.

Thank you for your prompt attention.

Very truly yours,


CHARLES M. HOLLOMAN II ESQ.

FILED
2010 JUN -9 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CH2/
Encl. as indicated
cc: Ronald Wright and Garland Humpheries (via U.S. Mail)

C:\CMH II PA\Charles M. Holloman II PA\CLIENTS\A Reliable Transit Service\Correspondence\Dept. of State\001.corp filings.doc

HISTORIC YBOR CITY
2208 EAST 3RD AVENUE | TAMPA, FLORIDA 33605
PHONE: 813-273-8928
FAX: 813-273-8929
EMAIL: ch2@cmhollomanlaw.com
www.cmhollomanlaw.com

ARTICLES OF INCORPORATION

OF

CW FOUNDATION, INC.

A Florida Not-for-Profit Corporation

FILED
2010 JUN -9 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

- A. **NAME OF CORPORATION:** The name of the corporation is CW FOUNDATION, INC.
- B. **PRINCIPAL OFFICE:** The principal office of the corporation is located at 7853 Gunn Highway 234 Tampa, Florida 33626.
- C. **MAILING ADDRESS:** The mailing address of the corporation shall be the same as the principal office address.
- D. **REGISTERED AGENT:** The name of the registered agent of the corporation is Garland C. Humpheries. The address of this registered agent is 7853 Gunn Highway 234 Tampa, Florida 33626.
- E. **DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for all members, if any, and the manner of their membership shall be regulated by the Bylaws.
- F. **BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the Bylaws.
- G. **INCORPORATORS:** The names and addresses of the incorporators are as follows: Ronald L. Wright and Garland C. Humpheries.
- H. **CORPORATE PURPOSES:** The purposes for which this corporation is formed are exclusively charitable, educational, and scientific and consist of the following:
 - 1. This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
 - 2. To aid, support, and assist by gifts, contributions, or otherwise, disabled and/or mentally challenged individuals, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational 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.

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, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
4. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

I. 501(c)(3) LIMITATIONS

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

The Corporation is organized exclusively for charitable and educational purposes.

The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

- J. LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- K. DISSOLUTION:** 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 an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. 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 jurisdiction in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.
- L. "PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United

States Code the following provisions apply:

- a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e) The Corporation will not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

M. INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

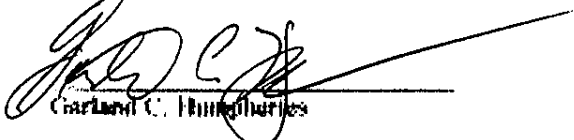
These Articles of Incorporation are hereby executed by the undersigned Incorporators on this 4 day of JUNE, 2010.


Garland C. Humphries


Ronald L. Wright

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I do hereby accept my appointment as registered agent for CW FOUNDATION, INC., a Florida not-for-profit corporation.


Garland C. Humphries

6/4/10
Date

FILED
2010 JUN -9 AM 12:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA