

N110000002318

(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



700196974687

03/07/11--01065--008 \*\*87.50

FILED

11 MAR -7 AM 8:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

UND 3/9

## COVER LETTER

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

SUBJECT: Zack Greer Foundation, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Joseph Kennedy

Name (Printed or typed)

920 Massachusetts Ave., Suite 900

Address

Washington, DC 20001

City, State & Zip

(202) 654-4606

Daytime Telephone number

jkennedy@bakerdonelson.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
**In Compliance with Chapter 617, F.S., (Not for Profit)**

The undersigned incorporators are individuals 18 years of age or older, and adopt the following articles of incorporation under Florida Statutes, Chapter 617:

FILED  
11 MAR - 7 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1 - NAME**

The name of this Corporation shall be **Zack Greer Foundation, Inc.**, hereinafter referred to as "ZGF."

**ARTICLE 2 - BACKGROUND**

The inspiration for establishing ZGF is the nephew of Zachary Greer, Owen, who was diagnosed with classic autism at 18 months. Mr. Greer witnessed the heartache that comes with autism first-hand while living with Danielle Rouse (Owen's mother) as her husband, Tyler, went to Iraq on a one year contract as a fire fighter in order to pay for Owen's expensive treatments. In experiencing both the financial and emotional hardships that go along with caring for a family member with autism, the individuals on the Initial Board of Directors have decided to start ZGF.

**ARTICLE 3 - PRINCIPAL OFFICE**

The street address in which the Principal Office of ZGF is to be located is:

**41 Sentinel Trail**  
**Palm Coast, Florida 32164**

**ARTICLE 4 - REGISTERED OFFICE ADDRESS**

The Florida street address of the Registered Office is:

**41 Sentinel Trail**  
**Palm Coast, Florida 32164**

**ARTICLE 5 - PURPOSE**

ZGF is organized exclusively for charitable, educational, and scientific purposes relating to educating the general public about Autism Spectrum Disorder, and providing support and relief to families with members who have Autism. ZGF's purposes shall include, consistent with the listed 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

tax code. ZGF's purposes shall further include attempting to influence legislation relating to Autism subject to the limitations on lobbying expenditures by tax-exempt organizations set out in section 501(c)(3) and related sections and subsections of the Internal Revenue Code, or the corresponding sections of any future federal tax code.

## **ARTICLE 6 – LIMITATIONS ON EXPENDITURES**

No part of the net earnings of ZGF shall inure to the benefit of, or be distributable to its members, trustees, or other private persons, except that the corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article 5. No officer or director shall receive compensation for services rendered, although any officer, director or member may be reimbursed for authorized expenses incurred on behalf of ZGF and in furtherance of its purposes. ZGF may make expenditures to attempt to influence legislation as long as such expenditures are either insubstantial or, in the case of lobbying expenditures, do not exceed the lobbying ceiling amount, and, in the case of grass roots expenditures, do not exceed the grass roots ceiling amount, as specified in section 501(h) of the Internal Revenue Code or the corresponding section of any future federal tax code, and as long such expenditures are otherwise consistent with ZGF's federal tax-exempt status. ZGF 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. Notwithstanding any other provision of these articles, ZGF shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 a corporation, 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.

## **ARTICLE 7 - MANAGEMENT OF ZGF**

The management of ZGF is vested in the Board of Directors and the Officers of the Corporation.

## **ARTICLE 8 – MEMBERS**

### **Section 1. Members**

ZGF shall have no Members.

## **ARTICLE 9 – BOARD OF DIRECTORS**

### **Section 1. Board of Directors**

The management of the affairs of ZGF shall be vested in the Board of Directors. No Director shall have any right, title, or interest in or to any property of the Corporation.

## Section 2. Initial Board of Directors

The number of Directors constituting the Initial Board of Directors is **five (5)**; their names and addresses are as follows:

**Zachary Greer**  
**5140 Terraceview Ln.**  
**N. Plymouth, Minnesota 55446**

**Irene Greer**  
**23 Autumn Place**  
**St. Catharines, ON L2P 3W3**

**Danielle Rouse**  
**18 Huffman Avenue**  
**Port Hope, ON L1A 4K1**

**Kalley Greer**  
**124 Ringdahl Ct., Apt. 4**  
**Rome, New York 13440**

**Katharine Rouse**  
**200 Van Buren #2201**  
**Daphne, Alabama 36526**

The terms of office for the Initial Board of Directors shall begin on the date of issuance of the Certificate of Incorporation and end December 31, 2013. After which time, the President of ZGF shall appoint the members of the Board of Directors.

## Section 3. Terms of Directors

The Initial Board of Directors shall hold a term beginning on the date of issuance of the Certificate of Incorporation and end December 31, 2013, as specified in Section 2 of this Article.

After the term of the Initial Board of Directors expires, the subsequent term for each Director shall be one year, commencing on January 1 of each year.

## Section 4. Appointment of Directors

The President of ZGF shall appoint the members of the Board of Directors.

## Section 5. Power to Elect President and Treasurer

The Board of Directors shall have the exclusive authority to elect the President and the Treasurer.

## **ARTICLE 10 – OFFICERS**

ZGF's Officers shall be: President and Treasurer.

### **Section 1. Initial President**

The Initial President of ZGF shall be Zachary Greer. He shall serve a term of 1 (one) year.

### **Section 2. Initial Treasurer**

The Initial Treasurer of ZGF shall be Irene Greer. She shall serve a term of 1 (one) year.

### **Section 3. President**

After the term of the Initial President expires, the President shall be elected by the Board of Directors.

### **Section 4. Treasurer**

After the term of the Initial Treasurer expires, the Treasurer shall be elected by the Board of Directors.

### **Section 5. Terms of Office**

The term of each office shall run for 1 (one) year. An Officer may continue in office until his or her successor is chosen.

## **ARTICLE 11 – PERSONAL LIABILITY**

No member, officer, or director of ZGF shall be personally liable for the debts or obligations of ZGF or any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of ZGF.

## **ARTICLE 12 – DURATION/DISSOLUTION**

Upon dissolution of ZGF, assets 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 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 a Court of Competent Jurisdiction of the county in which the principal office of ZGF is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

**ARTICLE 13 - REGISTERED AGENT**

The name and Florida street address of the Registered Agent is:

**Elizabeth Martin  
41 Sentinel Trail  
Palm Coast, Florida 32164**

**FILED**  
**11 MAR -7 AM 9:00**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
(Signature/Registered Agent) Elizabeth Martin


2.20.11  
(Date)

**ARTICLE 14 - INCORPORATOR**

The name and street address of the Incorporator is:

**Joseph Kennedy  
3805 Calvert Street, NW  
Washington, DC 20007**

*I, the undersigned incorporator, affirm that I am authorized to sign these articles and that the information in these articles is true and correct. I also understand that if any of this information is intentionally or knowingly misstated that criminal penalties, as provided for in s.817.155, F.S., will apply as I have signed these articles under oath.*

  
(Signature/Incorporator) Joseph Kennedy

2/2/2011  
(Date)