

08/15/2011 12:20 FAX 407 423-1331

DEAN MEAD ORLANDO

Division of Corporations

Page 1 of 1

N11000007751

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000203762 3)))



H110002037623ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, C. DEAN
Account Number : 076077001702
Phone : (407) 841-1200
Fax Number : (407) 423-1831

FILED
11 AUG 15 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****
mfendle@deanmead.com

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
Poitras Charitable Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

CHE 030629/054512

RECEIVED
11 AUG 15 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

MRD 8/16

FILED

11 AUG 15 AM 9:37

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF

POITRAS CHARITABLE FOUNDATION, INC.

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

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Poitras Charitable Foundation, Inc. (the "Corporation").

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

The address of the principal office of the Corporation is 3333 S. Orange Avenue, Suite 200, Orlando, Florida 32806-8500. The mailing address of the Corporation is P. O. Box 568821, Orlando, Florida 32856-8821.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The Corporation is organized exclusively for charitable, scientific 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 (1) making distributions to support basic and applied research

into the causes of major mental illness, with concentration on bipolar disorder, and to support programs benefitting those suffering from serious and persistent mental illness (but excluding any distributions that would support basic and applied research into the causes of substance abuse or programs benefitting those suffering from addiction), and (2) making distributions to such philanthropic interests as the founding members or their descendants may determine during their lifetimes.

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 members, 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).

4. If the Corporation is, or shall ever be, classified as a "private foundation", as defined in Code Section 509(a), the following provisions shall apply for so long as it remains a private foundation:

(a) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(b) The Corporation will 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 Section 4942 of the Code.

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - MEMBERS

The initial members of the Corporation shall be the incorporators of this Corporation, and additional persons as may be approved for membership by the Board of Directors, in such manner as may be prescribed by the Bylaws of the Corporation. The Corporation expressly

reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin.

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), but no more than twelve (12), persons. The names and addresses of the individuals who are to serve as the initial directors of the Corporation are as follows:

James W. Poitras	3333 S. Orange Avenue, Suite 200 Orlando, FL 32806-8500
Patricia T. Poitras	3333 S. Orange Avenue, Suite 200 Orlando, FL 32806-8500
Pamela L. Wray	3333 S. Orange Avenue, Suite 200 Orlando, FL 32806-8500

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 3333 S. Orange Avenue, Suite 200, Orlando, Florida 32806-8500, and the name of the initial registered agent of the Corporation at that address is Daryl M. Carter. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators of the Corporation are:

James W. Poitras	3333 S. Orange Avenue, Suite 200 Orlando, FL 32806-8500
------------------	--

(((H11000203762 3)))

Patricia T. Poitras

3333 S. Orange Avenue, Suite 200
Orlando, FL 32806-8500**ARTICLE VIII - 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 member, director, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - TERM OF EXISTENCE

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

ARTICLE XI - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a unanimous vote of the members entitled to vote, as set forth in the Bylaws, at any regular or special meeting of the membership called for such purpose in accordance with the provisions of the Bylaws.

(((H11000203762 3)))

((H11000203762 3)))


FILED

11 AUG 15 AM 9:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed
these Articles of Incorporation this 15th day of August, 2011.


James W. Poitras


Patricia T. Poitras

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, the undersigned hereby accepts such designation and agrees to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503 of the Florida Statutes.

[see next page]

Daryl M. Carter

Date: _____, 2011

DEAN MEAD ORLANDO
(((H11000203762 3)))

008

FILED

11 AUG 15 AM 9:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

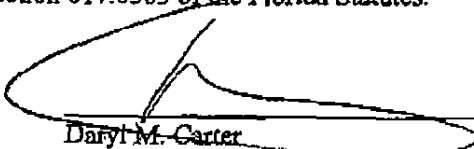
IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed
these Articles of Incorporation this ____ day of _____, 2011.

James W. Poitras

Patricia T. Poitras

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, the undersigned hereby accepts such designation and agrees to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503 of the Florida Statutes.


Daryl M. Carter

Date: August 15, 2011