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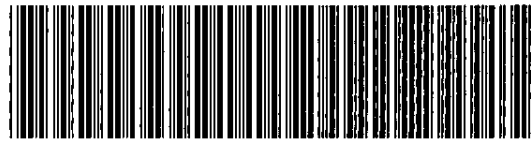
(Business Entity Name)

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J. Shivers AUG 25 2011

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# COVER LETTER

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

**SUBJECT:** One Wheaton, 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:** José Vilanova  
Name (Printed or typed)

6194 S.W. 149 Avenue  
Address

Miami, Florida 33193  
City, State & Zip

(305) 388-5151  
Daytime Telephone number

joseovilanova@gmail.com  
E-mail address: (to be used for future annual report notification)

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

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**ARTICLES OF INCORPORATION  
OF  
ONE WHEATON, INC.**

The undersigned, acting as the incorporator of One Wheaton, Inc., under the Florida Statutes, Chapter 617, and Section 501(c)(3) of the Internal Revenue Code of 1986, submit the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be: One Wheaton, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The address of the corporation's principal office is 6194 S.W. 149 Avenue, Miami, Florida 33193.

**ARTICLE III. PURPOSE**

The corporation is organized 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, including but not limited to developing and fostering financial and community support for effective support systems, groups and communication and education efforts on issues relating to the lesbian, gay, bisexual, transgender, and queer alumni/ae of Wheaton College, Wheaton, Illinois. The purposes of the corporation shall also include the performance of activities related, or incidental to, the furtherance of the corporation's stated purposes and permitted under the laws of the United States and Florida.

**ARTICLE IV. MANNER OF ELECTION**

The manner in which directors are elected or appointed is set forth in the By-Laws.

**ARTICLE V. INITIAL OFFICERS AND DIRECTORS**

The initial Board of Directors of the corporation are:

José Vilanova, Chair  
6194 S.W. 149 Avenue  
Miami, Florida 33193

Ruth Wardschenk, Vice-Chair  
1269 East Beringer Drive

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San Jacinto, California 92583

Jessica Friesen, Treasurer  
757 Highland Avenue  
Apartment 211S  
Needham, Massachusetts 02494

Adam Hibma, Secretary  
4811 North Wolcott Avenue  
Apartment 1A  
Chicago, Illinois 60640

#### **ARTICLE VI. REGISTERED AGENT**

The Registered Agent for the corporation is:

José Vilanova  
6194 S.W. 149 Avenue  
Miami, Florida 33193

#### **ARTICLE VII. INCORPORATOR**

The Incorporator for the corporation is:

José Vilanova  
6194 S.W. 149 Avenue  
Miami, Florida 33193

#### **ARTICLE VIII. CHARITABLE ORGANIZATIONS PROVISIONS**

Notwithstanding any powers granted to the corporations by its Articles, By-Laws or by the laws of the State of Florida, the following limitations of power shall apply:

Section 1. The corporation is organized exclusively for charitable, religious, educational and scientific 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 of 1986, as amended (the "Code"). The corporation intends at all times to qualify and remain qualified as exempt from federal income tax.

Section 2. No part of the net earnings or assets of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in the furtherance of purposes set forth in the purpose clause hereof. No

part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 this document, the organization shall not carry out any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Code Section 501(c)(3); or (b) by an organization contributions to which are deductible under Code Section 170(c)(2).

Section 3. In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Code, the corporation shall distribute its income for such period at such time and manner as to not subject it to tax under Section 4942 of the Code, and the corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Code, (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, (d) make any taxable expenditures as defined in Section 4945(f) of the Code or (e) engage in any excess benefits transaction as defined in Section 4948(c) of the Code or corresponding provisions of any subsequent Federal tax laws.

Section 4. Upon dissolution of the corporation, all the remaining assets and property shall be distributed to organizations that qualify for tax exemption under Code Section 501(c)(3) or corresponding provisions of any subsequent federal tax laws, or to the federal government, or a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for charitable purposes.

## **ARTICLE IX. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1. Terms used in this Article IX shall have the meanings ascribed to them in Florida Statutes Sections 607.0850 and 617.0831 or any amended or successor sections of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than Florida Statutes Section 607.0850(7) or any amended or successor section, indemnify any officer, director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors (the "Board of Directors"), the estimated expense of litigating the proceeding to conclusion; provided, however, that the corporation shall not, under this Section 2 or Section 4, indemnify any officer, director, employee or agent if a judgment, settlement or other final adjudication establishes that

the acts on which a proceeding specified in (a) or (b) is based (1) were material to the cause of action so adjudicated and (2) constitute:

- (a) a violation of the criminal law, unless the officer, director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (b) a transaction from which the officer, director, employee or agent derived an improper personal benefit, either directly or indirectly;
- (c) in the case of a director, a circumstance under which the liability provisions of Florida Statutes Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or
- (d) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

Section 3. Notwithstanding the failure of the corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article IX and despite any contrary determination of the Board of Directors, an officer, director, employee or agent of the corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

(a) the officer, director, employee or agent is entitled to mandatory indemnification pursuant to Florida Statutes Section 607.0850(3) or any amended or successor section, in which case the court shall also order the corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or

(b) the officer, director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the corporation's exercise of its authority pursuant to Section 3 or Section 4. It is the express intention and desire of the corporation to avoid any obligation to indemnify or advance expenses to any officer, director, employee or agent if (i) the officer, director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article IX; or (ii) the corporation has not otherwise agreed to indemnify or advance expenses to such officer, director, employee or agent pursuant to Section 3(b). The corporation does not

recognize and will not permit any officer's, director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the corporation's exercise of its authority pursuant to Section 4 of this Article IX.

Section 4. Section 2 shall not be construed to mean that indemnification by the corporation is not permitted. Subject nevertheless to the limitations of Section 2, the corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, director, employee or agent under any By-law, agreement, vote of shareholders, or disinterested directors, or otherwise, both as to actions of such officer, director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article IX shall be made by the corporation only as authorized in a specific case upon a determination that indemnification of the officer, director, employee or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article IX. Such determination shall be made:

(a) by the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to such proceeding;

(b) if such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding; or

(c) by independent legal counsel:

(i) selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b); or

(ii) if a quorum of the directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event directors who are parties may participate).

Section 6. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the corporation pursuant to this Article IX. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at a minimum, the receipt of an undertaking by or on behalf of such employee or

agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the corporation pursuant to this Article IX.

**Section 7.** Indemnification and/or advancement of expenses as provided in this Article IX shall continue, unless otherwise provided, as and when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Section 8.** If any part of this Article IX shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

#### ARTICLE X. ADVISORY AND HONORARY BOARDS

The Board of Directors may appoint advisory and/or honorary boards to serve at the pleasure of the Board of Directors. The Board of Directors will set out said advisory and/or honorary board's duties and authority in the resolution appointing said advisory and/or honorary board.

*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*

*José O. Vilanova*  
Required Signature of Registered Agent

*August 22, 2011*  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

*José O. Vilanova*  
Required Signature of Incorporator

*August 22, 2011*  
Date

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