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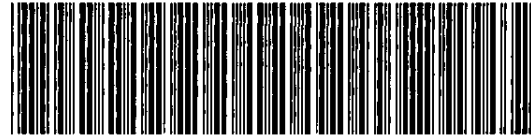
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 OCT 19 PM 3:45

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AND
FILED

144

LEFKOWITZ, SHAW & SENTNER
ATTORNEYS AND COUNSELORS AT LAW

IVAN M. LEFKOWITZ*
THOMAS C. SHAW**
KEVIN A. SENTNER**

430 NORTH MILLS AVENUE, SUITE 4
ORLANDO, FLORIDA 32803

TELEPHONE (407) 425-1974
FACSIMILE (407) 425-1981
WEBSITE: ORLANDOLAW.ORG

* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
** BOARD CERTIFIED IN WILLS, TRUSTS, ESTATES

October 17, 2011

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: The Wayne Harrod Foundation, Inc.
Effective Date: Date of Filing

Dear Sir or Madam:

Enclosed are the original and a duplicate copy of the Articles of Incorporation of the above referenced corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, and return a certified copy to this office.

A check is also enclosed in the total amount of \$78.75 to cover the \$35.00 filing fee, \$8.75 fee for the certified copy of the Articles of Incorporation, and \$35.00 registered agent fee.

Yours very truly,


Kevin A. Sentner

KAS:glg
Enclosures
cc: Wayne Harrod, President

ARTICLES OF INCORPORATION
OF
THE WAYNE HARROD FOUNDATION, INC.

APPROVED
AND
FILED

11 OCT 19 PM 3:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be THE WAYNE HARROD FOUNDATION, INC.

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

The address of the principal office of the corporation is 149 Hamlin T Lane, Altamonte Springs, Florida 32714, and the mailing address of the corporation is the same.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for charitable, scientific, literary and educational purposes, including, for all such purposes, but not limited to, social needs, non-political governmental, medical/health, and promotion of civic responsibility, including for all such purposes, making distributions to other organizations on a limited basis that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future federal tax code (hereinafter referred to as the "Code"). It is the intent of the corporation to make distributions to other qualified organizations only on a very limited scale or frequency except as designated hereinbelow. The major purpose of the corporation is to focus on charitable support for specific, particular, focused projects with highly defined and individualized purposes (not to be confused with distributions directly to individuals). To the extent consistent with the preceding sentence and permissible under Florida law, the

purposes of this corporation shall include, but shall not be limited to supporting and advancing speech therapy focusing on stuttering, funding scholarships, tuition loans, and scholastic achievement awards, recognizing outstanding contributions to mankind, the nation, or the community with awards to advance their work, funding medical research, advancing and supporting the use of DNA analysis to prove the innocence of persons wrongfully convicted of crime, contributing to Boys Town Central Florida, Inc., a Florida non-profit corporation, The Farmworker Association of Florida, Inc., a Florida non-profit corporation, and the Boy Scouts of America, as long as said organizations are tax exempt organizations under section 501(c)(3) of the Code.

B. This 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, trustees, 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 Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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

(i) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or any corresponding section of any future federal tax Code.

(ii) 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 Internal Revenue Code or any corresponding section of any future federal tax Code.

(iii) The corporation will not retain any excess business holdings as defined in Section 4943(c) of Internal Revenue Code or any corresponding section of any future federal tax Code.

(iv) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or any corresponding section of any future federal tax Code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code or any corresponding section of any future federal tax Code.

ARTICLE IV - ELECTION OF DIRECTORS AND OFFICERS

The Board of Directors and the officers of the corporation shall be elected as provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons. The name and address of the initial directors and officers of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Wayne Harrod	149 Hamlin T Lane Altamonte Springs, Florida 32714	Director, President, Secretary & Treasurer
Linda D. Gardner	149 Hamlin T Lane Altamonte Springs, Florida 32714	Director
Robert Ragans	6333 Cheryl Street Orlando, Florida 32801	Director

ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 149 Hamlin T Lane, Altamonte Springs, Florida 32714, and the name of the initial registered agent of this corporation at that address is Wayne Harrod. The Board of Directors may from time to time designate a new registered office and/or registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this corporation is Wayne Harrod, 149 Hamlin T Lane, Altamonte Springs, Florida 32714.

ARTICLE VII - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 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, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

ARTICLE VIII - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, as provided in the Bylaws.

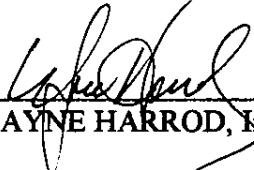
ARTICLE IX - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE X - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Altamonte Springs, Florida, this 11th day of October, 2011.

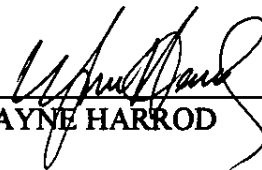


WAYNE HARROD, Incorporator

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, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.

Date: Oct. 11, 2011



WAYNE HARROD

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TALLAHASSEE, FLORIDA