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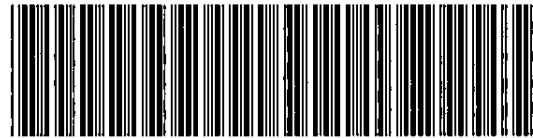
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch NOV. 8, 2011

## COVER LETTER

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

**SUBJECT:** William and Carla Haney Family Foundation, Inc.

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

**FEES:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status	\$ 8.75
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Mark S. Poker, Esq., Michael Best & Friedrich LLP  
Name (printed or typed)

N19 W24133 Riverwood Dr., Ste. 200  
Address

Waukesha, WI 53188-1174  
City, State & Zip

(262) 956-6560  
Daytime Telephone Number

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

**NOT FOR PROFIT  
CERTIFICATE OF DOMESTICATION**

The undersigned, William F. Haney, President  
(Name) (Title)  
of William and Carla Haney Family Foundation, Inc. a foreign Corporation  
(Corporation Name)  
in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was July 11, 2007.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Wisconsin.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was William and Carla Haney Family Foundation, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is William and Carla Haney Family Foundation, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Wisconsin.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am the President, of William and Carla Haney Family Foundation, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 23 day of Sept, 2011.

William F. Haney  
(Authorized Signature)

**Filing Fee:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

### WILLIAM AND CARLA HANEY FAMILY FOUNDATION, INC.

Executed by the undersigned for the purpose of forming a nonstock, nonprofit corporation under Chapter 617 of the Florida Statutes (the "Corporation").

#### ARTICLE I - NAME

The name of the Corporation is William and Carla Haney Family Foundation, Inc.

#### ARTICLE II - PURPOSES

The Corporation is organized and shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code"). Subject to the foregoing, the Corporation is organized and shall have all the authority necessary to achieve its responsibilities, and shall be permitted to do all things which can be done by nonstock, nonprofit corporations organized under Chapter 617 of the Florida Statutes and the common law of the State of Florida.

#### ARTICLE III - PROHIBITIONS

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall at all times be subject to the following limitations:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- (b) No substantial part of 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 any candidate for political office; and
- (c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

- (d) At any time that the Corporation is a private foundation as described in Section 509(a) of the Code and Section 617.0835 of the Florida Statutes, the Corporation:
- (i) Shall not engage in any act of "self-dealing," as defined in s. 4941(d), which would give rise to any liability for the tax imposed by s. 4941(a);
  - (ii) Shall not retain any "excess business holdings," as defined in s. 4943(c), which would give rise to any liability for the tax imposed by s. 4943(a);
  - (iii) Shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of s. 4944, so as to give rise to any liability for the tax imposed by s. 4944(a);
  - (iv) Shall not make any "taxable expenditures," as defined in s. 4945(d), which would give rise to any liability for the tax imposed by s. 4945(a);
  - (v) Shall distribute, for the purposes specified in its articles of incorporation or organization, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by s. 4942(a).

#### **ARTICLE IV - MEMBERS**

The Corporation shall not have members.

#### **ARTICLE V - BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors. The number, qualifications, method of election, rights and obligations of the Board of Directors shall be as specified in the Bylaws.

#### **ARTICLE VI - BYLAWS**

The Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation.

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## **ARTICLE VII - REGISTERED AGENT AND PRINCIPAL OFFICE**

The name and address of the initial registered agent of the Corporation is:

William F. Haney  
940 Cape Marco Drive  
Veracruz Building 2305  
Marco Island, FL 34145

The principal office of the Corporation is located at:

940 Cape Marco Drive  
Veracruz Building 2305  
Marco Island, FL 34145

## **ARTICLE VIII - PERIOD OF EXISTENCE**

The period of existence of the Corporation shall be perpetual.

## **ARTICLE IX - DISTRIBUTIONS AND DISSOLUTION**

The Corporation shall be authorized to make distributions or other payments to another domestic or foreign corporation, as provided in Section 617.1302 of the Florida Statutes; provided, however, that no such distribution or payment shall be made unless, at the time of such distribution or payment, all of the following are true:

- (a) The distribution or other payment is made in accordance with the purposes of the Corporation, as set forth in Article II above;
- (b) Notwithstanding the distribution or payment, the Corporation would be able to pay its debts as they become due in the usual course of its activities, and the Corporation's total assets would equal at least the sum of its total liabilities; and
- (c) The recipient of such distribution or payment may not distribute any part of its income to members, directors or officers and is exempt from taxation under Section 501(c)(3) of the Code.

In the event the Board of Directors has approved the dissolution of the Corporation, after payment and discharge of all of the liabilities and obligations of the Corporation, the remaining assets of the Corporation shall be distributed, in such proportion as the Board of Directors shall determine, to such organization or organizations, including trusts, organized and operated exclusively for charitable purposes, provided that no portion of the assets shall be distributed to any organization that is not described in Code Section 501(c)(3) and Code Section 170(c). 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 the purposes described in

Code Section 501(c)(3) or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

#### **ARTICLE X - AMENDMENTS**

These Articles of Incorporation may be amended, repealed or restated upon the affirmative vote of a majority of Directors then in office; provided, however, that the Corporation shall provide to each Director written notice at least seven days in advance of any meeting at which such amendment, repeal or restatement is to be considered for approval, which notice (i) shall state that the purpose, or one of the purposes, of such meeting is to consider the proposed amendment, repeal or restatement, and (ii) shall contain or be accompanied by a copy or summary of the amendment or restatement, or shall state the general nature of the amendment or restatement.

#### **ARTICLE XI - INCORPORATOR**

The name and address of the incorporator is Mark S. Poker, Michael Best & Friedrich LLP, N19 W24133 Riverwood Drive, Suite 200, Waukesha, Wisconsin 53188.

EXECUTED this 23rd day of September, 2011.

  
\_\_\_\_\_  
Mark S. Poker, Incorporator

Document Prepared by and should be returned to:

Mark S. Poker, Esq.  
Michael Best & Friedrich LLP  
N19 W24133 Riverwood Drive, Suite 200  
Waukesha, WI 53188

**CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

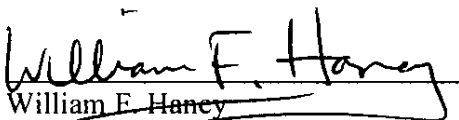
1. The name of the corporation is: William and Carla Haney Family Foundation, Inc.
2. The name and address of the registered agent and office is:

William F. Haney  
940 Cape Marco Drive  
Veracruz Building 2305  
Marco Island, FL 34145

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date

9/23/11

  
William F. Haney

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TALLAHASSEE, FLORIDA

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