

Division of Corporations

Page 1 of 1

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Division of Corporations
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To:

Division of Corporations
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From:

Account Name : ROBINS, KAPLAN, MILLER & CIRESI
Account Number : 120090000063
Phone : (239) 430-7070
Fax Number : (239) 213-1970

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FLORIDA PROFIT/NON PROFIT CORPORATION**The Joe Mauer Foundation, Inc.**

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**ARTICLES OF INCORPORATION
OF
THE JOE MAUER FOUNDATION, INC.**

The undersigned, for the purpose of forming a Corporation not-for-profit under Chapter 617 of the Florida Statutes adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be **THE JOE MAUER FOUNDATION, INC.** and its principal place of business is to be c/o Robins, Kaplan, Miller & Ciresi, L.L.P., 711 Fifth Avenue South, Suite 201, Naples, Florida.

**ARTICLE II
PURPOSE**

The corporation is organized and shall be operated for charitable, benevolent, educational, eleemosynary and scientific purposes, and to engage in any activities reasonably ancillary to these objectives which are consistent with the legal obligations of a Florida corporation not-for-profit and a corporation organized exclusively for charitable, benevolent, eleemosynary and educational purposes. In furtherance thereof, the corporation shall be governed by the following:

1. The corporation shall distribute its income for each taxable 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 of 1986, or corresponding provisions of any subsequent Federal Tax laws.
2. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the 1986 Code or corresponding provisions of any subsequent Federal Tax Laws.
3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the 1986 Code or corresponding provisions of any subsequent Federal Tax Laws.
4. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the 1986 Code or corresponding provisions of any subsequent Federal Tax Laws.
5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the 1986 Code or corresponding provisions of any subsequent Federal Tax Laws.

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6. The corporation is authorized to accept, hold, administer, invest and disburse for charitable, benevolent, eleemosynary and educational purposes, such funds as may from time to time be given to it by any person, persons or corporations, to receive gifts and make financial and other types of contributions and assistance to charitable, benevolent, eleemosynary and educational organizations, and in general, to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out.

7. All of the assets and earnings shall be used exclusively for the purposes hereinabove set out, including the payment of expenses incidental thereto; and no part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual, and no substantial part of its activities or of any organization to which it may contribute shall be for the carrying on of propaganda or otherwise attempting to influence legislation, or to participate in or influence any political campaign or any other activity which would disqualify the corporation from tax exemption under the applicable provisions of the Internal Revenue Code or other applicable, Federal, State or local laws or regulations now or hereafter enacted.

8. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b). a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

9. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations with similar purposes which themselves are exempt as organizations described in Sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE III

POWER OF THE CORPORATION

The corporation shall have the power and authority to borrow money and to receive, buy, pledge, mortgage, encumber, sell, lease and otherwise acquire by gift, devise or inheritance real and personal property of any kind and character necessary to promote the objects of the corporation and to hold, use, pledge, mortgage, encumber, sell, invest and re-invest the same and collect and disburse the income and principal thereof for such purposes. In addition to the aforesaid powers, the corporation shall have all powers vested in it by the Laws of the State of Florida, to the extent, however, that said powers are not inconsistent with the provisions of Article II above.

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ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
NON-STOCK CORPORATION

This corporation is non-stock and no dividends or pecuniary profits will be declared or paid by the corporation.

ARTICLE VI
INCORPORATOR

The name and address of the person forming this corporation is:

Michael J. Volpe, Esquire
Robins, Kaplan, Miller & Ciresi, L.L.P.
711 Fifth Avenue, Suite 201
Naples, Florida 34102

ARTICLE VII
DIRECTORS

The business of this corporation shall be conducted by the Board of Directors which shall be appointed. No part of the assets (not earnings or principal) 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 services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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ARTICLE VIII
ELECTION OF DIRECTORS

The qualifications and manner in which the Directors may be elected may be prescribed by the By-Laws of this corporation.

ARTICLE IX
OFFICERS

The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer.

ARTICLE X
MEMBERSHIP

The corporation shall have no members.

ARTICLE XI
BY-LAWS

The Board of Directors of the corporation shall adopt such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon written notice to each member of the Board of Directors, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting of the Board of Directors called for that purpose.

ARTICLE XII
AMENDMENT TO ARTICLES

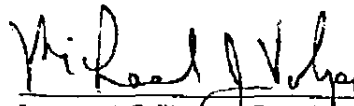
These Articles of Incorporation may be amended at any regular meeting or any special meeting of the Board of Directors called for that purpose by a majority vote of the Directors then in office.

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ARTICLE XIII
REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be Robins, Kaplan, Miller & Ciresi, L.L.P., 711 Fifth Avenue South, Suite 201, Naples, Florida 34102. The initial registered agent of the corporation located at that address shall be Michael J. Volpe, Esquire.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 9th day of November, 2011, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



Michael J. Volpe, Esquire, Incorporator

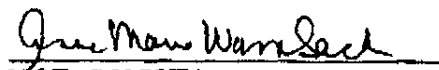
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 9th day of November, 2011, by **MICHAEL J. VOLPE**, who is personally known to me or has produced a driver's license/picture identification and did / did not take an oath.

(SEAL)



ANNE MARIE WAMBACH
MY COMMISSION # DD 855934
EXPIRES: January 29, 2013
Bonded Third Budget Notary Services


NOTARY PUBLIC
Anne Marie Wambach
Typed or printed name
My commission expires: 1/29/13

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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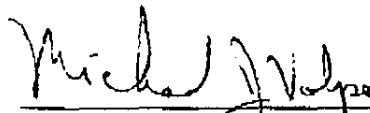
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **THE JOE MAUER FOUNDATION, INC.**, desires to organize under the laws of the State of Florida with its principal place of business as indicated in the Articles of Incorporation c/o Robins, Kaplan, Miller & Ciresi, L.L.P., 711 Fifth Avenue South, Suite 201, Naples, Florida, and has named Michael J. Volpe, Esquire, whose office address is 711 Fifth Avenue South, Suite 201, Naples, 34102, Collier County, Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Michael J. Volpe, Esquire

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