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**FLORIDA PROFIT/NON PROFIT CORPORATION
METABOLIC HOME FOR CHILDREN OF CAMBODIA, INC.**

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ARTICLES OF INCORPORATION
OF
METABOLIC HOME FOR CHILDREN OF CAMBODIA, INC.
(A Not For Profit Corporation)

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

Section 1.1 Name. The name of the corporation is METABOLIC HOME FOR CHILDREN OF CAMBODIA, INC. (hereinafter referred to as the "corporation" or "Charitable Foundation")

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 3339 Highway 17, Green Cove Springs, FL 32043.

Section 1.3 Mailing Address. The mailing address of the corporation is c/o 3339 Highway 17, Green Cove Springs, FL 32043.

ARTICLE II

PURPOSES

Section 2.1 Purposes. The Charitable Foundation is created exclusively for charitable, scientific, literary, educational or religious purposes within the meaning of Sections 170(c)(2), 501(c)(3), 2055(a)(3) and 2522(a)(2) of the Internal Revenue Code. The assets of the Charitable Foundation shall be held and administered by the Charitable Foundation exclusively for such purposes. Annual distributions of income and/or principal shall be paid, applied, used and/or distributed in furtherance of one or more of these purposes in such amounts and proportions as the Charitable Foundation shall determine.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Election. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 3.2 Number. This corporation shall have three (3) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

Section 3.3 Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate two (2) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

ARTICLE IV LIMITATIONS

Section 4.1 Limitations on Actions. No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director, officer or other private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, 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 Section 2.1 of these Articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code. 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 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 or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code.

Section 4.2 Private Foundation Limitations. At any time when the corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Internal Revenue Code, the following additional limitations on the corporation's activities shall apply:

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.

2. The corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.

3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

4. The corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.

5. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

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ARTICLE V
DISSOLUTION AND LIQUIDATION

Section 5.1 Dissolution and Liquidation. The corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided under the laws of Florida. In the event of dissolution of the corporation, no liquidating or other dividends and no distribution of property owned by the corporation shall be declared or paid to any private individual, but the net assets of the corporation shall be distributed as follows:

1. All liabilities and obligations of the corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor.

2. Remaining assets shall be distributed to one or more organizations recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code, and/or one or more governmental units referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article V. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the circuit court of the county in which the principal office of the corporation is located to one or more organizations recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court shall determine.

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ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

Section 6.1 Name and Address. The street address of the initial registered office of this corporation is 3339 Highway 17, Green Cove Springs, Florida 32043, and the name of the initial registered agent of this corporation at that address is John W. Soileau.

ARTICLE VII
INCORPORATOR

Section 7.1 Name and Address. The name and street address of the incorporator(s) of the corporation are as follows:

Name

John W. Soileau

Street Address

3339 Highway 17
Green Cove Springs, FL 32043

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ARTICLE VIII
TERM OF EXISTENCE

Section 8.1 Term of Existence. This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE IX
BYLAWS

Section 9.1 Bylaws. The initial Bylaws of this corporation shall be adopted by the Board of Directors.

ARTICLE X
AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation.

ARTICLE XI
POWERS

Section 11.1 Powers. To accomplish the purposes of the corporation set forth in Article II, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for the public welfare and for charitable, educational and religious purposes. Notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended and by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they may exist from time to time.

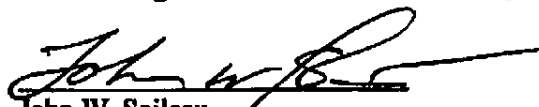
IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 7 day of March, 2012.


John W. Soileau, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the above Articles of Incorporation, the undersigned agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties. The undersigned is familiar with and accepts the obligations of a registered agent.


John W. Soileau

Date: March 7th 2012

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