

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
CALLAGHAN TIRE CHARITY PRO AM, INC.**

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**ARTICLES OF INCORPORATION  
OF  
CALLAGHAN TIRE CHARITY PRO AM, INC.**

I, the undersigned, do hereby subscribe my name to these Articles of Incorporation for the purpose of creating a Corporation, not-for-profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

**ARTICLE I  
NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE**

The name of this Corporation shall be Callaghan Tire Charity Pro Am, Inc. ("Corporation"). The address of the Corporation's principal place of business, and its mailing address is 5066 18<sup>th</sup> Avenue West, Bradenton, Florida 34209. The street address of the initial registered agent is 802 11<sup>th</sup> Street West, Bradenton, Florida 34205, and the name of the initial registered agent is Blalock Walters, P.A.

**ARTICLE II  
OBJECTIVES AND PURPOSES**

The general objectives and purposes of this Corporation shall be:

A. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational 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, or the corresponding provision of any future Federal tax code.

B. The raising of funds for medical research and the treatment of cancer.

C. To establish and publish rules and regulations governing:

1. The adoption and publication of Bylaws; and
2. The adoption of the corporate seal.

D. To enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes.

E. To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor.

F. To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's Directors in accordance with its published or adopted Bylaws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation is organized.

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G. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

### **ARTICLE III TERM OF EXISTENCE**

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its Directors as provided in the Bylaws of this Corporation.

### **ARTICLE IV NAME AND ADDRESS OF INCORPORATOR**

Melanie Luten, Esq.  
Blalock Walters, P.A.  
802 11<sup>th</sup> Street West  
Bradenton, Florida 34205

### **ARTICLE V DIRECTORS OF THE CORPORATION**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) individuals who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation. At any meeting of the Directors, a majority of the then elected Board of Directors constitutes a quorum.

### **ARTICLE VI NAMES OF INITIAL DIRECTORS**

Daniel C. Callaghan	5066 18 <sup>th</sup> Avenue West, Bradenton, Florida 34209
Elizabeth C. Callaghan	5066 18 <sup>th</sup> Avenue West, Bradenton, Florida 34209
Brady Chapman	707 60 <sup>th</sup> Street Court East, Suite D, Bradenton, Florida 34208

### **ARTICLE VII AMENDMENT OF THE ARTICLES OF INCORPORATION**

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of

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State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the officers or directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles VIII and IX of these Articles of Incorporation.

#### ARTICLE VIII RESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

A. Shall distribute its income, if any, 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 corresponding section of any future Federal tax code).

B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

C. Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

D. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any Future federal tax code).

E. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, 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 Section 501(c)(3) purposes. No substantial 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.

#### ARTICLE IX DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means, all assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, *i.e.*, charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government for a public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in its sole discretion, applying the guidelines set forth herein. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then

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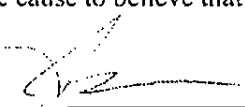
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located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

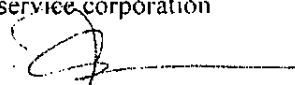
#### ARTICLE X INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

  
\_\_\_\_\_  
Melanie Luten, Esq., Incorporator

Having been named as registered agent and to accept service of process for the Corporation at the place designated in these Articles of Incorporation, 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.

BLALOCK WALTERS, P.A., a Florida professional  
service corporation

  
By: \_\_\_\_\_  
Melanie Luten, Vice President

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