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**FLORIDA PROFIT/NON PROFIT CORPORATION  
WAYNE & ARLENE CHAPLIN FAMILY FOUNDATION, INC**

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ARTICLES OF INCORPORATION  
OF  
WAYNE & ARLENE CHAPLIN FAMILY FOUNDATION, INC.,  
A FLORIDA NONPROFIT CORPORATION

ARTICLE I  
NAME

The name of this corporation is:

Wayne & Arlene Chaplin Family Foundation, Inc.

ARTICLE II  
STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE III  
GENERAL AND SPECIFIC PURPOSES

(a) The specific, primary and sole purpose for which this corporation is formed is to operate for charitable purposes by the distribution of its funds for religious, charitable, scientific, literary and educational purposes.

(b) The general purpose for which this corporation is formed is to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the Code. Notwithstanding any other provisions of these Articles, this corporation will not carry on any other activities not permitted to be carried on by: (a) a

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corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue Code; or, (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any other corresponding provisions of any future United States Internal Revenue Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

#### ARTICLE IV TERM

This corporation shall have a perpetual existence.

#### ARTICLE V QUALIFICATION OF MEMBERS AND THE MANNER OF THEIR ADMISSION

The corporation shall have a membership distinct from the board of trustees. There shall be three (3) members of the corporation, and they shall consist of the trustees of the foundation.

Only the trustees of the foundation shall qualify as a member of the foundation. A majority vote of the trustees shall determine the manner of admission of members. When a trustee leaves the foundation for any reason, the remaining trustees by majority vote shall elect a successor trustee and such successor trustee shall qualify for membership in the corporation.

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ARTICLE VI  
INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

ROBERT G. BREIER, 2800 Ponce de Leon Boulevard, Suite 1125, Coral Gables, Florida 33134.

ARTICLE VII  
LOCATION OF PRINCIPAL OFFICE AND  
IDENTIFICATION OF REGISTERED AGENT

(a) The principal office of this corporation is located at 1600 N.W. 163<sup>rd</sup> Street, Miami, Florida 33169.

(b) The name and address of this corporation's registered agent is ROBERT G. BREIER, 2800 Ponce de Leon Boulevard, Suite 1125, Coral Gables, Florida 33134. This shall also be the corporation's registered office.

ARTICLE VIII  
MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The number of trustees of the corporation shall be three (3); provided, however, that such number may be changed by a by-law duly adopted by the members.

The trustees named herein as the first board of trustees shall hold office until his or her successor has been elected and qualified as set forth in the by-laws of this corporation or until his or her earlier resignation, removal from office or death.

The names and addresses of such first members of the board of trustees are as follows:

WAYNE E. CHAPLIN, 1600 N.W. 163<sup>rd</sup> Street, Miami, Florida 33169.

ARLENE CHAPLIN, 1600 N.W. 163<sup>rd</sup> Street, Miami, Florida 33169.

DAVID A. CHAPLIN, 1600 N.W. 163<sup>rd</sup> Street, Miami, Florida 33169.

ARTICLE IX  
BY-LAWS

Subject to the limitations contained in the by-laws, and any limitations set forth in the Corporation Not For Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, by-laws of this corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, by a resolution of the board of trustees, adopted by a majority.

ARTICLE X  
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, trustee, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI  
DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

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ARTICLE XII  
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds (2/3) of a quorum of members of the corporation.

I, the undersigned, being the sole incorporator of this corporation, and including the person herein named as the incorporator of this corporation, for the purpose of forming this nonprofit charitable corporation under the laws of Florida have executed these Articles of Incorporation on July 6, 2012.

  
\_\_\_\_\_  
ROBERT G. BREIER, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of the Wayne & Arlene Chaplin Family Foundation, Inc. as made in the foregoing Articles of Incorporation, and agree to act in such 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 the initial Registered Agent of the Wayne & Arlene Chaplin Family Foundation, Inc.

  
\_\_\_\_\_  
ROBERT G. BREIER, Registered Agent

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