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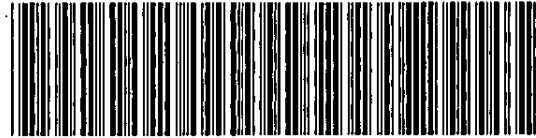
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-20-12
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AUSLEY & MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560
Writer's Direct Line: (850) 425-5457

September 18, 2012

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **Moralnomics Foundation, Inc.**

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced not-for-profit corporation. Also enclosed is our check in the amount of:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of Status

☒ \$78.75
Filing Fee &
Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy &
Certificate of Status

I would appreciate your calling me at 425-5457 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me or Bob Pierce if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters, FRP
Florida Registered Paralegal

/dmw

Enclosures

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

*Return for
filing @ SOS*

September 19, 2012

AUSLEY & MCMULLEN
ATTN: DONNA MARIE WALTERS
*****WALK-IN***

SUBJECT: MORALNOMICS FOUNDATION, INC.
Ref. Number: W12000048212

We have received your document for MORALNOMICS FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 912A00023474

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**ARTICLES OF INCORPORATION
OF
MORALNOMICS FOUNDATION, INC.
A Florida Not-for-profit Corporation**

The undersigned, who is a citizen of the United States, desires to form a non-profit corporation under the "Florida Not For Profit Corporation Act" (Chapter 617, Florida Statutes) and do hereby certify:

**Article 1.
Name**

The name of this Corporation shall be **Moralnomics Foundation, Inc.**

**Article 2.
Principal Office**

The principal place of business and mailing address of the Corporation shall be 3008 Shamrock N., Tallahassee, Florida 32309.

**Article 3.
Corporate Purposes**

The Corporation shall be a not-for-profit organization formed and operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

**Article 4.
Corporate Powers**

The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida that are not in conflict with the Corporation's exempt purposes as provided in Article 3 above. Specifically, no part of the assets or the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director, member, or any other person, 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 3 above. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of

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TALLAHASSEE FLORIDA

statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. Unless otherwise indicated, as used in this Article III and hereinafter, all section references are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

Article 5.

Board of Directors

Section 5.01. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of at least three (3). The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

Section 5.02. The initial Board of Directors of the Corporation shall consist of the following, who shall hold office for such terms as provided in the Bylaws of the Corporation and until his or their successors have been elected and qualified or until his or their earlier resignation, removal from office, inability to act, or death:

<u>Name</u>	<u>Address</u>
Blaine H. Winship	3008 Shamrock N. Tallahassee, Florida 32309
Ruth E. Vafek	123 South Calhoun Street Tallahassee, Florida 32301-1517
Robert A. Pierce	123 South Calhoun Street Tallahassee, Florida 32301-1517

Article 6.

Amendments

These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

Article 7.
Dissolution

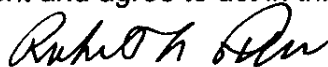
Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed (i) for one or more exempt purposes to any organization that shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522, as applicable, (ii) to the federal government, or (iii) to a state or local government for a public purpose. Any 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 located, exclusively for such purposes, or, as the said court shall determine, to one or more such organizations as have been organized and operated exclusively for such purposes. None of the assets shall be distributed to any officer, director, or member of the Corporation or any other person or organization not described in the preceding sentence.

Article 8.
Registered Office and Registered Agent

The name and Florida street address of the Registered Agent of the Corporation are as follows:

Robert A. Pierce
123 South Calhoun Street
Tallahassee, Florida 32301-1517

Having been named as registered agent to accept service of process for the above-named corporation at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.




Robert A. Pierce, Registered Agent

Article 9.
Incorporator

The names and addresses of the incorporator of the Corporation are:

<u>Name</u>	<u>Address</u>
<u>Robert A. Pierce</u>	123 South Calhoun Street Tallahassee, Florida 32301-1517

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation of **Moralnomics Foundation, Inc.**, on this 18th day of September, 2012.



Robert A. Pierce
Incorporator

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