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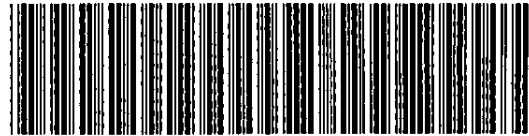
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**T.S. WROBEL & ASSOCIATES**  
**ATTORNEYS AT LAW**  
NonprofitLegalCenter.com

870 Market Street, Suite 645  
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October 24, 2012

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: Certificate of Incorporation – Thomas R. and Joan G. Dye Foundation, Inc.**

Dear Division of Corporations:

Enclosed are the following items regarding the above mentioned nonprofit corporation for filing:

1. Articles of Incorporation
2. One copy, to be certified and returned to our office
3. A check for \$78.75 for combined filing fees and a certified copy (\$35/filing fee, \$35 for Registered Agent, \$8.75 for certified copy)

Thank you for your assistance. If you have any questions about this matter, please contact us in writing. We look forward to receiving a positive response from you soon.

Yours truly,

Thomas S. Wrobel

TSW: kh  
Enclosures

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S. (Not for Profit)

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**ARTICLE I NAME**

The name of this not-for-profit corporation is **Thomas R. and Joan G. Dye Foundation, Inc.** (the "Corporation").

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is **550 Okeechobee Blvd. Apt. 1710, West Palm Beach, FL 33401.**

**ARTICLE III PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational, and scientific 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 corresponding section of any future federal tax code. Specifically to **promote research and scholarship relating to free markets, limited government, and individual liberty.**

**ARTICLE IV MANNER OF ELECTION OF DIRECTORS**

The directors of the Corporation will be elected as provided in the Bylaws of the Corporation. At the annual meeting of directors held in **the first Saturday in December** at the principal office of the corporation, directors shall be elected by the Board of Directors in accordance with this section. Cumulative voting by directors for the election of directors shall not be permitted. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each director shall cast one vote, with voting being by ballot only.

**ARTICLE V INITIAL DIRECTORS AND OFFICERS**

The names, addresses and titles of the initial directors and officers of the Corporation are as follows:

**Thomas R. Dye PhD  
550 Okeechobee Blvd Apt 1710  
West Palm Beach, FL 33401**

**Joan G. Dye  
550 Okeechobee Blvd Apt 1710  
West Palm Beach, FL 33401**

**John S. Robey PhD  
128 Kingfish Dr.  
South Padre Island, TX 78597**

**Susan A. MacManus PhD  
2506 Collier Parkway  
Land O'Lakes, FL 34639**

**ARTICLE VI INTITAL REGISTERED AGENT**

The initial registered agent of the Corporation is **Thomas R. Dye PhD, 550 Okeechobee Blvd Apt 1710, West Palm Beach, FL 33401.**

**ARTICLE VII INCORPORATOR**

The incorporator of the Corporation is **Thomas R. Dye PhD, 550 Okeechobee Blvd Apt 1710, West Palm Beach, FL 33401.**

**ARTICLE VIII MANNER OF DISTRIBUTION AND 501C3 LIMITATIONS**

- A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- B. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.
- C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
- D. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this 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 Internal Revenue Code.
- E. The Corporation shall distribute its income 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. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

\*\*\*\*\*

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

Thomas R. Dye  
Thomas R. Dye, Registered Agent

10/17/12  
Date

Thomas R. Dye  
Thomas R. Dye, Incorporator

10/17/12  
Date

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SECTION 171 OF STATE  
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