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(City/State/Zip/Phone #)

☐ PICK-UP

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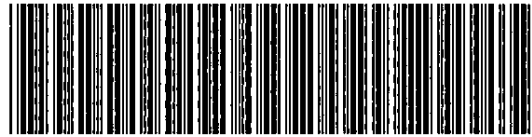
\_\_\_\_\_  
(Business Entity Name)

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(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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07/11/13--01025--011 \*\*70.00

EFFECTIVE DATE 06/21/2013

FILED  
13 JUN 25 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Donald R. Disney Foundation, Inc.*  
*603 Main Street*  
*Windermere, FL 34786*  
*407-876-2200*

RECEIVED  
13 JUL -9 PM 3:37  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

July 5, 2013

Florida Secretary of State  
Dept of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Donald R. Disney Foundation, Inc.

To Whom It May Concern:

Enclosed please find a check in the amount of \$70.00 made payable to Secretary of State representing payment for filing fees and registered agent designation as it relates to the previously mailed Articles of Incorporation for the Donald R. Disney Foundation, Inc.

These articles were received in your office on June 25, 2013 without payment for their filing. I would appreciate your prompt attention to filing these articles.

If you have any questions, please do not hesitate to contact me at my office, 407-876-2200.

Sincerely,

*Elizabeth A. Kalapp*

Elizabeth A. Kalapp

Attachment

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13 JUN 25 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 25, 2013

DONALD R. DIZNEY FOUNDATION, INC.  
PO BOX 1100  
WINDERMERE, FL 34786

SUBJECT: DONALD R. DIZNEY FOUNDATION, INC.  
Ref. Number: W13000036549

We have received your document for DONALD R. DIZNEY FOUNDATION, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

Your document will be retained in our pending file.

The corporate filing fees for profit and nonprofit, domestic or foreign are as follows:

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

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.

Justin M Shivers  
Regulatory Specialist II  
New Filing Section

Letter Number: 713A00015863

EFFECTIVE DATE 06/21/2013

ARTICLES OF INCORPORATION

OF

DONALD R. DIZNEY FOUNDATION, INC.

The undersigned incorporator hereby forms a nonprofit corporation in accordance with the laws of the State of Florida, under the provisions of Chapter 617 of the Florida Statutes, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the Corporation shall be DONALD R. DIZNEY FOUNDATION, Inc.

ARTICLE II

Principal Office

The mailing address of the principal office of the Corporation is 603 Main Street, P.O. Box 1100, Windermere, Florida 34786.

ARTICLE III

Purposes

(1) Any provisions of these Articles of Incorporation to the contrary notwithstanding, the Corporation shall not have capital stock or shareholders and shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the other provisions of Article III of these Articles of Incorporation.

(2) The objects and purposes of the Corporation, and the powers it shall have and may exercise are as follows:

(a) As general and controlling purposes, to conduct and carry on its work, not for profit, but exclusively for charitable, scientific, literary, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or corresponding provisions of any subsequent Federal tax laws) (the "Code"), in such manner (i) that no part of its income or property shall inure to the private benefit of any donor, director, officer, or individual having a personal or private interest in the activities of the Corporation, except as reasonable compensation for services actually rendered, (ii) that it shall not directly or indirectly participate in or intervene in any political campaign on behalf of any candidate for public office and (iii) that no substantial part of its activities shall be carrying on propaganda or otherwise attempting to influence legislation.

(b) As particular purposes in furtherance of, consistent with, and subject to, the general purposes set forth in Section (2)(a) of this Article III, to organize, promote, foster, assist (whether financially or otherwise), and conduct such charitable, scientific, literary, and educational enterprises, activities, and institutions, as from time to time may be determined or selected by the Corporation's Board of Directors consistent with the purposes stated above.

(c) In furtherance of, and at all times subject to, the aforesaid purposes, enterprises, activities, and projects;

(i) To solicit and acquire by gift, exchange, or otherwise, property of any and all kinds, and to sell, transfer, and otherwise dispose of any property it so acquires;

(ii) To invest and reinvest any such property and the increments in, and avails or proceeds of, any such property in such investments as may be deemed advisable from time to time by the Corporation's Board of Directors, including, but not limited to, stocks, bonds, secured and unsecured obligations, undivided interests, leases, commercial paper, financial and governmental instruments, savings and other depository accounts, and other securities and properties;

(iii) To give, donate, and contribute to any of the activities the Corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the Corporation is organized, such money or property, or both, as the Corporation's Board of Directors may from time to time determine;

(iv) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the Corporation may acquire, for the purposes herein set out, and to sell, transfer, and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(v) To accept gifts, bequests, or devises of property of any kind which any person, firm, or corporation may make to the Corporation, upon the terms, trusts, and conditions set forth in the deed of gift, will, or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(vi) To borrow money and give security therefor by pledging, mortgaging, or otherwise hypothecating any property it may own, or any interest it may have in such property;

(vii) To become a member of any other nonstock or nonprofit corporation organized under the laws of any state, or to become affiliated with any other organization of like character existing under the laws of any state; provided, however, that such corporation or organization is an exempt organization under section 501(c)(3) of the Code;

(viii) To do any and all things which the Corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to

effectuate the purposes of which the Corporation is organized as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 617 of the Florida Statutes, or any other applicable law or statute of the State of Florida, or section 501(c)(3) of the Code.

(3) Notwithstanding any provision heretofore or hereafter stated herein, if at any time the Corporation is determined to be a private foundation or private operating foundation as defined in section 509 or section 4942 of the Code, then:

(a) 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 Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.

(c) The Corporation shall not purchase nor retain any excess business holdings that would subject the Corporation to tax under section 4943 of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

#### ARTICLE IV

##### Directors

(1) (a) The affairs of the Corporation shall be conducted by the Board of Directors and by such committees and officers as shall be provided in the Bylaws.

(b) Until otherwise fixed by the Bylaws, the Board of Directors shall consist of at least three (3) persons. The election of Directors shall be by the Members and shall take place as provided in the Bylaws.

(c) The term of office of each director shall be as provided by the Corporation's Bylaws.

(d) Directors may be removed from office during their term of office as provided in the Bylaws.

(2) The annual meetings of the Corporation's Board of Directors shall be held at such time and place as may be fixed by the Corporation's Bylaws.

(3) The duties and powers of the Board of Directors, committees and officers of the Corporation shall be such as may be conferred upon said Board of Directors, upon such committees, or upon such officers by law, or by the Articles of Incorporation or Bylaws.

#### ARTICLE V

##### Registered Office; Registered Agent

The street address of the registered office of the Corporation is 603 Main Street, P.O. Box 1100, Windermere, Florida 34786 and the name of the registered agent at such address is Elizabeth A. Kalapp.

#### ARTICLE VI

##### Incorporator

The name and address of the incorporator is as follows:

Donald R. Dizney  
603 Main Street  
Windermere, Florida 34786

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TALLAHASSEE, FLORIDA

#### ARTICLE VII

##### Disposition of Assets at Termination

If, at any time, this Corporation dissolves, the assets of this Corporation shall be applied and distributed as follows:

(1) All liabilities and obligations of this Corporation shall be paid and discharged, or adequate provision shall be made therefor;

(2) Assets held by this Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements;

(3) Assets that have been received and are held by this Corporation subject to limitations permitting their use only for charitable, scientific, literary, educational, and/or similar purposes, and that are not held upon a condition requiring return, transfer, or conveyance by reason of dissolution, shall be transferred or conveyed to one or more corporations, societies, or organizations, organized under the laws of any state, that are exempt under section 501(c)(3) of the Code, or to the Federal government, or to a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law; and

(4) Other assets, if any, shall be transferred or conveyed to one or more corporations, societies, or organizations, organized under the laws of any state, that are exempt

under section 501(c)(3) of the Code, or to the Federal government, or to a state or local government, for a public purpose, pursuant to a plan of distribution adopted as provided by law.

(5) Any assets not otherwise disposed of pursuant to the provisions of this Article VII shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located to such organizations, as the court shall determine, which are organized and operated exclusively for charitable purposes and are exempt under section 501(c)(3) of the Code.

## ARTICLE VIII

### Amendments

(1) Subject to Fla. Stat. §§ 617.1001-9, the Corporation's Articles of Incorporation may be amended, repealed, or restated only upon the affirmative and unanimous vote of the Members subject to the applicable restrictions set forth in the Bylaws.

(2) The Board of Directors shall adopt Bylaws for the Corporation and the procedure for changing such Bylaws will be as stated in the Bylaws.

## ARTICLE IX

### Members

There shall be Members of the Corporation with such classes and powers as are stated in the Bylaws.

## ARTICLE X

### Indemnification and Insurance

(1) The private property of the incorporator and of the directors shall not be subject to any of the Corporation's debts and liabilities.

(2) Indemnification of directors, officers, employees and agents of the Corporation may be as provided for in the Bylaws; provided, however, such indemnification is not otherwise in conflict with the provisions of Article III of these Articles of Incorporation.

## ARTICLE XI

### Duration

The duration of the Corporation shall be perpetual.

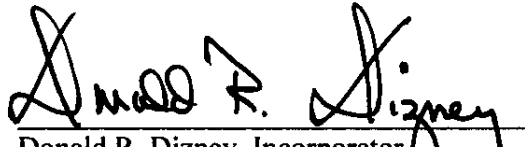


ARTICLE XII

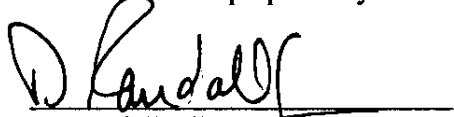
Effective Date

These Articles of Incorporation shall be effective at 12:01 a.m. on the 21<sup>st</sup> day of June, 2013, which is less than 90 days after the date this document is filed with the Secretary of State of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned incorporator hereby executes the foregoing Articles of Incorporation and acknowledges this to be the incorporator's act and deed this June 21, 2013.

  
Donald R. Dizney, Incorporator

This instrument prepared by:

  
D. Randall Gibson  
STOLL KEENON OGDEN PLLC  
2000 PNC Plaza  
500 West Jefferson Street  
Louisville, KY 40202  
(502) 333-6000

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TALLAHASSEE, FLORIDA

**Consent of Initial Agent for Service of Process to Serve**

I, Elizabeth A. Kalapp, having been named as a registered agent to accept service of process for DONALD R. DIZNEY FOUNDATION, Inc. at 603 Main Street, Windermere, Florida 34786, am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Elizabeth A. Kalapp

Date: June 21, 2013

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