

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H13000212489 3)))



H130002124893ABC/

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : EDWARDS WILDMAN PALMER LLP  
Account Number : 075410001517  
Phone : (561) 833-7700  
Fax Number : (561) 655-8719

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

**Email Address:** pat@shadowhealth.com

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**James Judkins Foundation, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

RECEIVED

13 SEP 24 PM 1:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

13 SEP 24 PM 12:48

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing Menu

Help

9/25/13

(((H13000212489 3)))

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

13 SEP 24 PM 12:48

STATE OF FLORIDA  
NON FOR PROFIT CORPORATIONARTICLES OF INCORPORATION  
OF  
JAMES JUDKINS FOUNDATION, INC.

James Judkins Foundation, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of Section 617 of the Florida Statutes, as amended, "the Florida Not For Profit Corporations Act" (the "Act"), does hereby certify that:

ARTICLE I.  
NAME AND ADDRESS

**FIRST:** The name of the Corporation is James Judkins Foundation, Inc. The principal office and mailing address of the Corporation shall be located at 15 SW 1<sup>st</sup> Avenue, Suite B, Gainesville FL 32601.

**SECOND:** The period of its duration is perpetual.

**THIRD:** The Corporation is organized and shall be operated exclusively for charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include, but shall not be limited to, providing support and assistance to programs for underprivileged students that are run by or are connected to one or more public high schools in Gainesville, Florida, and to conduct and carry on such other and related activities as may be necessary or desirable or incident to the attainment of its purposes.

**FOURTH:** Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors.

(c) The affairs and business of the corporation shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the bylaws of the corporation.

(d) Without in any way limiting the foregoing, the corporation shall have those powers granted by Chapter 617 of the Florida Statutes.

(((H13000212489 3)))

((H13000212489 3)))

(e) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the corporation, the corporation shall not carry on any 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.

(f) Except as otherwise provided by law, the corporation may at any time dissolve by the affirmative vote of two-thirds of the Board of Directors then in office. Upon the liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefor, all of the 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, or shall be distributed to a federal, state or local government, for a public purpose.

(g) In the event that the corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the corporation, the following provisions shall apply:

The corporation shall distribute the income of 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 Internal Revenue Code.

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.

(h) Except as may otherwise be required by law, the corporation may, at any time, by the affirmative vote of two-thirds of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

((H13000212489 3)))

((H13000212489 3)))

(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

**FIFTH:** Except to the extent that the Act prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

**SIXTH:** The street address of the registered office of the Corporation is 15 SW 1<sup>st</sup> Avenue, Suite B, Gainesville, FL 32601, and the Corporation's registered agent at such address is Patrick J. Bizub.

**SEVENTH:** The name and address of the incorporator to these Articles of Incorporation is Patrick J. Bizub, 15 SW 1<sup>st</sup> Avenue, Suite B, Gainesville FL 32601.

**EIGHTH:** The Corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed in these Articles of Incorporation and by the laws of the State of Florida.

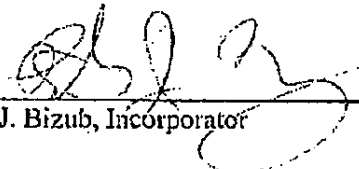
**NINTH:** In furtherance and not in limitation of the powers conferred by the laws of the State of Florida:

(a) The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal these Articles of Incorporation and the Bylaws of the Corporation;

(b) The manner in which the members of the Board of Directors are to be elected shall be as stated in the Bylaws of the Corporation. Elections of directors need not be by written ballot unless the Bylaws of the Corporation shall so provide; and

(c) The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 24th day of September 2013.

  
Patrick J. Bizub, Incorporator

((H13000212489 3)))

((H13000212489 3)))

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

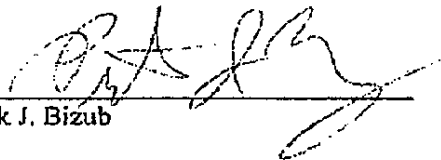
The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

**James Judkins Foundation, Inc.**, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Gainesville, County of Alachua, State of Florida, has named Patrick J. Bizub, located at 15 SW 1<sup>st</sup> Avenue, Suite B, Gainesville FL 32601, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S. relative to keeping open said office.

Accepted this 24th day of September, 2013.

  
Patrick J. Bizub

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
13 SEP 24 PM 12:48

((H13000212489 3)))