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CHRISTOPHER B. WALDERA, P.A.

ATTORNEY AT LAW  
11300 OVERSEAS HIGHWAY, SUITE 1  
MARATHON, FLORIDA 33050  
TELEPHONE (305) 289-2223  
FACSIMILE (305) 289-2249  
email cwaldera@aol.com

December 4, 2014

SENT VIA COURIER

Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Gentlemen:

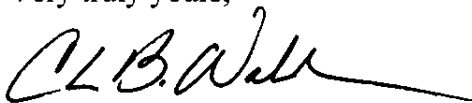
Re: RWB Foundation, Inc.

Enclosed are two copies of Articles of Incorporation for the above referenced not for profit corporation for filing. Please file the enclosed Articles as soon as possible.

Also enclosed is a check in the amount of \$70 made payable to the Secretary of State to cover the applicable filing fees.

Please have one of the enclosed copies file stamped by the Secretary of State. Please return it to the undersigned in the enclosed envelope. If you have any questions or require anything further with respect to this matter, please call me.

Very truly yours,



Christopher B. Waldera

CBW:MSA

Encs.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 8, 2014

CHRISTOPHER B. WALDERS, P.A.  
11300 OVERSEAS HIGHWAY, SUITE 1  
MARATHON, FL 33050

SUBJECT: RWB FOUNDATION, INC.  
Ref. Number: W14000072937

We have received your document for RWB FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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.

Maryanne Dickey  
Regulatory Specialist II  
New Filing Section

Letter Number: 614A00025799

CHRISTOPHER B. WALDERA, P.A.

ATTORNEY AT LAW  
11300 OVERSEAS HIGHWAY, SUITE 1  
MARATHON, FLORIDA 33050  
TELEPHONE (305) 289-2223  
FACSIMILE (305) 289-2249  
email cwaldera@aol.com

December 9, 2014

SENT VIA COURIER

Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Gentlemen: Re: RWB Foundation, Inc.

Enclosed are two copies of Articles of Incorporation and Acceptance of Registered Agent for the above referenced not for profit corporation for filing. The enclosed Articles replace the rejected filing that was returned to the undersigned, but not yet received. Please file the enclosed Articles and Acceptance of Registered Agent as soon as possible.

Also enclosed is a check in the amount of \$70 made payable to the Secretary of State to cover the applicable filing fees. In the event that the previously sent check in the same amount can be applied to this replacement filing, please return the enclosed check to the undersigned.

Please have one of the enclosed copies file stamped by the Secretary of State. Please return it to the undersigned in the enclosed envelope. If you have any questions or require anything further with respect to this matter, please call me.

Very truly yours,



Christopher B. Waldera

CBW:MSA

Encs.

**ARTICLES OF INCORPORATION  
OF  
RWB FOUNDATION, INC.**

Pursuant to section 617.1007, Florida Statutes, RWB FOUNDATION, INC. (the "Corporation") hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is RWB FOUNDATION, INC.

**ARTICLE II**

The principal place of business of the Corporation is 18391 Avalon Drive, Hilliard, Florida 32046 and the mailing address of the Corporation is 1015 Atlantic Blvd., #272, Atlantic Beach, Florida 32333, or as otherwise designated by the Board of Directors.

**ARTICLE III**

The purpose for which the corporation is formed and the business and the objects to be carried on and promoted by it are as follows:

1. The purpose for which the corporation is organized is to operate as a private operating foundation and to receive contributions of tangible and intangible property and real or personal property subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for educational and scientific purposes to provide and sponsor education and training programs for the education of individuals, schools, colleges and universities, businesses, the general public, other non-profit organizations and governmental entities to encourage stewardship of resources, consistent with Proverbs 3 in the Bible, to grow businesses, jobs, schools and leaders that will be able to expand and prosper while conserving and preserving natural resources, while striving to improve the life's of individuals within local communities to foster a society of economically independent individuals who run businesses, are engaged citizens and contribute to the improvement of their communities all through charitable, literary or educational means, grant making and capital investments and including but not limited to contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the corporation is organized shall be to provide and sponsor education, training and development programs with a values based focus to encourage stewardship of resources, consistent with Proverbs 3 in the Bible, to grow businesses, jobs, schools and leaders that will be able to expand and prosper while conserving and preserving natural resources, while striving to improve the life's of individuals within local communities to foster a society of economically independent individuals who run businesses, are engaged citizens and contribute to the improvement of their communities .

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3. To engage in any operation incidental to and essential to carry out the purposes above mentioned.

4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business and to secure loans by mortgage, pledge, deed of trust or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

8. To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

9. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any Director or Officer of the corporation or any member of the corporation or any other private individual (except reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Director or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

11. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located,

exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida and By Laws and shall exercise those powers in the accomplishment of its objectives and purposes.

#### **ARTICLE IV**

The members of the Board of Directors shall never be less than three (3) in number. The manner in which the directors are elected or appointed shall be:

1. In the event of a vacancy the remaining director or directors may appoint a replacement director or directors to complete the term of the director or directors vacancy.

2. Election of the office of director whose term of office expires shall be held at the corporation's annual meeting and/or as may otherwise be determined by the Board of Directors. The term of office for each director shall be three (3) years or as may be provided by the By-Laws and each director shall serve until the expiration of his or her term or until his or her successor shall have been elected or until his or her prior death, resignation or removal.

The initial directors of the Corporation and their initial term of office are:

Name	Initial Term Expires
Richard W. Blaudow 18391 Avalon Drive Hilliard, Florida 32046	January 1, 2018
Delores A. Blaudow 18391 Avalon Drive Hilliard, Florida 32046	January 1, 2018
Todd R. Blaudow 1908 Nightfall Drive Neptune Beach, Florida 32266	January 1, 2018
Rebecca Blaudow 1908 Nightfall Drive Neptune Beach, Florida 32266	January 1, 2018

The Chairman of the Board of Directors shall cast the deciding vote in the event of a tie vote of the Board of Directors.

## **ARTICLE V**

Each of the following individuals is elected to the office stated opposite his or her name to serve until the next annual meeting of directors or until his or her successor shall have been elected or until his or her prior death, resignation or removal:

Richard W. Blaudow	Chairman of the Board
Todd R. Blaudow	President
Richard W. Blaudow	Vice President
Delores A. Blaudow	Secretary
Rebecca Blaudow	Treasurer

## **ARTICLE VI**

The name and street address of the initial registered agent shall be:

Christopher B. Waldera, P.A.  
11300 Overseas Highway, Suite 1  
Marathon, Florida 33050

## **ARTICLE VII**

The affairs of the corporation shall be managed by a President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors.

## **ARTICLE VIII**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting of the Board of Directors called for that purpose, after first giving at least ten (10) days notice of the meeting. Notice may be given in person, by telephone, telegraph, teletype, facsimile transmission, or other form of electronic communication, including, but not limited to electronic mail or by regular U.S. mail. Amendments to the Articles of Incorporation shall only be effective from the date of approval by a majority vote of the Board of Directors.

## **ARTICLE IX**

Membership in this corporation shall consist of persons who are interested in accomplishing the objectives as set forth in Article III, infra. The membership as hereinabove set forth shall consist solely of the Board of Directors. In the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation shall abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify



this corporation's qualification as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

The By-Laws may impose other conditions of membership from time to time.

#### **ARTICLE X**

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting.

#### **ARTICLE XI**

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.


#### **ARTICLE XII**

The name and street address of the incorporator are:

Christopher B. Waldera, Esq.  
Christopher B. Waldera, P.A.  
11300 Overseas Highway, Suite 1  
Marathon, Florida 33050

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 9th day of December, 2014.


  
Christopher B. Waldera, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Having been designated as the Registered Agent in the foregoing Articles of Incorporation of RWB FOUNDATION, INC., a Florida not for profit corporation, and to accept service of process for the Corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in that 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 Registered Agent of RWB FOUNDATION, INC.

Dated as of the 9<sup>th</sup> day of December, 2014.

Christopher B. Waldera, P.A.

By   
Christopher B. Waldera, President

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