

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
AAO Foundation Corporation

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**ARTICLES OF INCORPORATION
OF
AAO Foundation Corporation**

The undersigned, for the purpose of forming a non-profit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

Article 1. Name. The name of the corporation is as follows: **AAO Foundation** Corporation

Article 2. Address. The initial address of the principal office and the mailing address of the corporation is: physical address is 822 A1A North, Suite 310, Ponte Vedra Beach, Florida 32082 and mailing address is P.O. Box 676, Ponte Vedra Beach, FL 32004-0676.

Article 3. Initial Registered Office and Agent. The street address of the initial registered office of the corporation is:

Laurie A. Wing
822 A1A North, Suite 310,
Ponte Vedra Beach, Florida 32082

Article 4. No Members. The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

Article 5. Not For Profit. The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the net earnings of the corporation shall inure to the benefit of its directors or officers, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. 501(c)(3) [referred to below as "Code"]. If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Code 501 (c) (3).

Article 6. Duration. The duration (term) of the corporation is perpetual.

Article 7. Purposes. The corporation is organized, and shall be operated exclusively for charitable and other exempt purposes within the purposes allowed under Code 501(c)(3), including but not limited to issuing funding grants to assist not-for-profit organizations serving veterans, homeless adults and animals, at-risk youth, and animals in distress.

Article 8. Powers. Solely for the above purposes, the corporation shall have the following powers:

8.1 To research, contact and provide funding assistance related to not-for-profit organizations serving veterans, homeless adults and animals, at-risk youth, and animals in distress;

8.2 To exercise all rights and powers conferred by the laws of the State of Florida on non-profit corporations, including but not limited to those set forth in Florida Statutes, Chapter 617;

8.3 To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which non-profit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act; and

8.4 Do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

Article 9. Limitation. No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but 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 7 (Purposes) of these Articles.

Article 10. Tax Exempt Status. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation pursuant to Code 501(a) as an organization described therein. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Code 501(c)(3). The corporation will operate in accordance with Code sections 4941, 4942, 4943, 4944 and 4945 of the Internal Revenue Code according to the following:

10.1 The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code or the corresponding section of any future tax code.

10.2 The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future tax code.

10.3 The corporation will retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future tax code.

10.4 The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future tax code.

10.5 The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future tax code.

Article 11. Dissolution. On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. 170(c)(1) or 26 U.S.C.A. 170(c)(2)(B) and is described in 26 U.S.C.A 509(a)(1), (2) or (3).

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Article 12. Board of Directors. There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporators. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in by-laws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The initial directors of the corporation are as follows:

Tom Patania
1630 Westminister Avenue
Jacksonville, Florida 32210

Robert W. Joel
1988 Camellia Oaks Ln
Jacksonville, Florida 32217

Laurie A. Wing
822 A1A North, Suite 310,
Ponte Vedra Beach, Florida 32082

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Article 13. Officers. The officers of the corporation may consist of a president and vice president or any other officers and assistant officers as may be provided for in the by-laws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such manner as may be prescribed by the by-laws or by law. The initial officers of the corporation are as follows:

Tom Patania
1630 Westminister Avenue
Jacksonville, Florida 32210

Article 14. Incorporators. The name and street address of the incorporator is as follows:

Tom Patania
1630 Westminister Avenue
Jacksonville, Florida 32210

Article 16. By-Laws. The by-laws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

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Article 17. Amendment. The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

Article 18. Indemnification and Civil Liability Immunity. The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article 19. Commencement of Corporate Existence. The date when corporate existence shall commence is December 15, 2014.

In witness the undersigned incorporator has signed these articles of incorporation on this 12th day of December, 2015.



Tom Patania

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CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

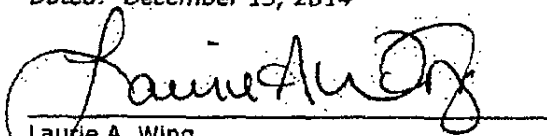
Pursuant to the provisions of Florida Statute 617.0501, the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

1. Name of the corporation: AAO Foundation Corporation
2. Name and address of the registered agent and office:

Laurie A. Wing
822 A1A North, Suite 310,
Ponte Vedra Beach, Florida 32082

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this 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.

Dated: December 15, 2014


Laurie A. Wing

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