

NK500009373

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.

((H15000230794 3)))



H150002307943ABC+

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 : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 205-8842
Fax Number : (850) 878-5368

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

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
Lake Wales Ministries, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

15 SEP 25 PM 2:37

FILED

COVER LETTER

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

SUBJECT: Lake Wales Ministries, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kelly Teelin, Paralegal
Name (Printed or typed)

Michael Best & Friedrich LLP
Address

P.O. Box 1806
City, State & Zip

Madison, WI 53701-1806
Daytime Telephone number

kateelin@michaelbest.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
LAKE WALES MINISTRIES, INC.**

The undersigned, being a natural person of the age of 18 years or more, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, hereby executes the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is Lake Wales Ministries, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 504 South Fourth Street, Lake Wales, FL 33853.

**ARTICLE III
PURPOSES**

The Corporation is organized and shall at all times be operated exclusively for religious, charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time (the "Code"), to be carried out in accordance with the mission and philosophy of the Franciscan Sisters, Daughters of the Sacred Hearts of Jesus and Mary, St. Clara Province, of Wheaton, Illinois. In connection therewith, the Corporation shall be organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Franciscan Ministries, Inc. and other affiliated nonprofit organizations, provided that such supported organizations are exempt from Federal income taxation under Code Section 501(c)(3) and other than private foundations under Code Section 509(a). Subject to the foregoing, the Corporation is authorized to engage in any lawful activities within the purposes for which a corporation may be organized under the Act, which are consistent with the foregoing purposes.

**ARTICLE IV
BOARD OF DIRECTORS**

The Corporation shall be governed by a board of directors. The number, qualifications, method of election, rights and obligations of the board of directors shall be as specified in the bylaws; provided, however, that in no event shall the board of directors consist of fewer than three (3) individuals at any time. The names and addresses of the Corporation's initial directors shall be as follows:

15 SEP 25 2015
SECRETARY
ALL AMASSE
INDIA

FILED

Susan M. Dillberg
26W171 Roosevelt Road
P.O. Box 667
Wheaton, IL 60187-0667

Susan M. Karrenbauer
26W171 Roosevelt Road
P.O. Box 667
Wheaton, IL 60187-0667

Shari L. Kochler
26W171 Roosevelt Road
P.O. Box 667
Wheaton, IL 60187-0667

ARTICLE V **PERIOD OF DURATION**

The period of existence of the Corporation shall be perpetual.

ARTICLE VI **PROHIBITIONS**

Notwithstanding the provisions of the foregoing Article III, the Corporation shall at all times be subject to the following limitations:

- (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private person, except that 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 of the Corporation;
- (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation;
- (c) The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for political office; and
- (d) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Code Section 501(c)(3), or (ii) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE VII **MEMBER**

The Corporation shall be a membership organization, having one Member, which shall be Franciscan Ministries, Inc., an Illinois not for profit corporation (the "Member"). The rights and responsibilities of the Member shall be as stated in the bylaws.

ARTICLE VIII
BYLAWS

The Corporation shall be governed and managed, and its activities conducted, in the manner set forth in the bylaws of the Corporation. The bylaws may be amended or restated in the manner provided in the bylaws.

ARTICLE IX
AMENDMENTS

These Articles of Incorporation may be amended or restated in the manner provided in the bylaws.

ARTICLE X
DISTRIBUTION ON DISSOLUTION

In the event the Member approves the plan of dissolution of the Corporation in the manner provided in the bylaws, and the Corporation is thus dissolved, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation, the board of directors shall distribute all of the assets of the Corporation as follows:

- (a) To the Member, if then in existence and if qualified under Section 501(c)(3) of the Internal Revenue Code.
- (b) If the Member is not then in existence or is not so qualified, then to its successor or to its nominee, provided that such organization shall at the time be exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles may be amended in the manner authorized by the Florida Statutes at the time of amendment or as provided by the Bylaws of this Corporation.

ARTICLE XII
REGISTERED AGENT

The name and address of the registered agent of the Corporation is CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324.

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

9/25/2015 10:15:39 AM From: To: 8506176381(6/6)

CT CORPORATION SYSTEM

By: Rebecca Barth

Date: 09/24/15

ARTICLE XIII
INCORPORATOR

The name and address of the incorporator is:

Steven R. Battenberg, Esq.
Michael Best & Friedrich LLP
N19 W24133 Riverwood Drive, Suite 200
Waukesha, WI 53188-1174

IN WITNESS WHEREOF, the undersigned submits this document and affirms that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

By: Steven R. Battenberg
Steven R. Battenberg, Esq.

Date: 9-23-15

036105-0011117425335.1