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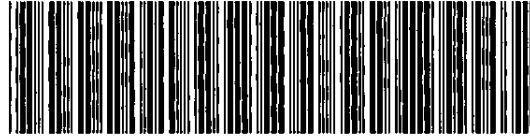
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

W14

COVER LETTER

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

SUBJECT: The Adventures for the Mind Foundation, Incorporated

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

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
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Susan S. Stautberg

Name (printed or typed)

1645 Palm Beach Lakes, Suite 150

Address

West Palm Beach, FL 33414

City, State & Zip

561-290-0389

Daytime Telephone Number

erin@belizeangrove.org

E-mail address: (to be used for future annual report notification)

MURPHY REID, L.L.P.

ATTORNEYS AT LAW

241 Bradley Place, Suite C
Palm Beach, Florida 33480
Tel. 561-655-4060 • Fax 561-832-5436

11300 U.S. Highway One, Suite 401
Palm Beach Gardens, Florida 33408
Tel. 561-355-8800 • Fax 561-832-5436

100 Vista Royale Boulevard
Vero Beach, Florida 32962
Tel. 772-567-6480 • Fax 772-562-0220

Please respond to Palm Beach Gardens office

lterry@murphyreid.com

December 23, 2014

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

Re: The Adventures of the Mind Foundation, Incorporated
Our File No. 7040.000

Dear Sir/ Madam:

Enclosed are the following documents for processing:

- Certificate of Domestication for the Adventures of the Mind Foundation, Inc.; and
- Articles of Merger for the Adventures of the Mind Foundation, Inc.

Please do not separate these documents and please process these documents back to back. Also enclosed is our firm check in the amount of \$198.75 for the associated fees for these filings. If you have any questions, then please do not hesitate to call me.

Very truly yours,


Leslie A. Terry

Enclosures

**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, Susan S. Stautberg, President
(Name) (Title)
of The Adventures for the Mind Foundation, Inc. a foreign Corporation
(Corporation Name)

in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was July 19, 2005.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was New York.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was The Adventures for the Mind Foundation, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is The Adventures for the Mind Foundation, Incorporated.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was New York.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am the President, of The Adventures for the Mind Foundation, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 15 day of December, 2014.

Susan Stautberg
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
FOR
THE ADVENTURES FOR THE MIND FOUNDATION, INCORPORATED**

Article I. Name. The name of the corporation shall be THE ADVENTURES FOR THE MIND FOUNDATION, INCORPORATED (the "FOUNDATION").

Article II. Principal Office. The principal place of business is 1645 Palm Beach Lakes Blvd., Suite 150, West Palm Beach, FL 33414.

Article III. Purpose. The purpose or purposes for which the corporation is organized are:

A. To create, form and establish a charitable organization to promote, foster and advance the role of women in business, the arts and sciences and the public sector; to provide opportunities for women of diverse backgrounds to participate in dialogues with leading thinkers; to promote further and support activities beneficial to women through grants, funding and financial assistance to various individuals, institutions and organizations; to aid, encourage, stimulate, foster and promote charitable and benevolent activities through grants, bequests, gifts or otherwise to individuals, groups, institutions and organization; to accept, hold, invent, reinvest and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust), and property of any sort without limitation as to amount or value and to use, disburse or donate the income or principal thereof exclusively for charitable purposes; to raise funds and solicit donations from interested individuals, charitable, educational and scientific organization and foundations, and other interested organizations and foundations, agencies, institutions, associations and corporations and to administer and expend such funds in furtherance of the corporate goals and purposes; to receive, establish and maintain a fund or funds of real or personal property, or both, and subject to any restrictions and limitations herein set forth, to use and apply the whole or any part of the income therefrom and principal thereof exclusively for charitable, scientific and benevolent purposes either directly or by funding programs or projects that promote the leadership role of women.

B. To receive and administer funds exclusively for charitable, scientific, religious, literary, or educational purposes within the meaning of Section 501(c)(3) of the Code and to that end to hold any property, or any undivided interest in property, without limitation as to amount or value. References to provisions of the "Code" in these Articles of Incorporation are references to the provisions of the United States Internal Revenue Code of 1986, as amended, and as it may hereafter be amended, as well as to corresponding provision of any future federal tax laws of the United States.

C. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, trustees, directors, or officers.

Article IV. Qualify and Remain Exempt Under Section 501(c)(3).

A. It is the intention of the FOUNDATION at all times to qualify and remain qualified as exempt from tax under Section 501(c)(3) of the Code.

B. The FOUNDATION shall not be operated for profit, and no part of the net earnings of the FOUNDATION shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the FOUNDATION, or any private individual (except that reasonable compensation may be paid for services rendered to the FOUNDATION and payments and distributions may be made in furtherance of the FOUNDATION's purposes), and no member, trustee, director, or officer of the FOUNDATION or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the FOUNDATION.

C. Except as may otherwise be permitted by the Code and the laws of the State of Florida, no substantial part of the activities of the FOUNDATION shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participation or intervention in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Article V. Activities of Corporation.

A. Notwithstanding any other provision of these Articles of Incorporation, for any year during which the FOUNDATION may be a "private foundation" within the scope of Section 509 of the Code.

1. The FOUNDATION will 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.
2. The FOUNDATION will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
3. The FOUNDATION will not retain any excess business holdings as defined in Section 4943(c) of the Code.
4. The FOUNDATION will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
5. The FOUNDATION will not make any taxable expenditures as defined in Section 4945(d) of the Code.

B. Notwithstanding any other provision of these Articles of Incorporation, the FOUNDATION 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 Code, or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Article VI. Directors. The number of the directors constituting the initial Board of Directors of the corporation is five (5), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Susan Stautberg	1801 S. Flagler Drive #1202 West Palm Beach, FL 33401
Edie Weiner	200 East 33 rd Street, Suite 91 New York, New York 10016
Mary Pearl	601 West 113 th Street, New York, New York 10025
Pamela Parizek	1801 K. Street, N.W. Washington, D.C. 20006
Linda Watt	1370 Pachua Circle Ivins, UT 84738

The directors shall be elected as provided in the By-Laws.

Article VII. Registered Agent. The name and Florida street address of the registered agent is: Susan S. Stautberg, 1645 Palm Beach Lakes Blvd., Suite 150, West Palm Beach, FL 33414.

Article VIII. Non-stock basis. The corporation is organized under a non-stock basis.

Article IX. Dissolution. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as

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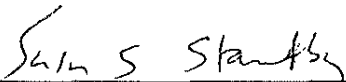
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

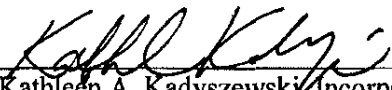
organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding section of any prior or future law, or to the Federal, State or Local government exclusively for public purpose.

Article X. Incorporator. The name and address of the Incorporator is: Kathleen A. Kadyszewski, Esq. c/o Murphy Reid, LLP, 11300 U.S. Highway One, Suite 401, Palm Beach Gardens, FL 33408.

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.


Susan T. Stautberg, Registered Agent

Dec 15, 2014


Kathleen A. Kadyszewski, Incorporator

Dec 1, 2014