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TALLAHASSEE, FLORIDA

C. GOLDEN
DEC -2 2016

Date: 12/01/2016

Account #: I20000000088

Name: Marisa Kugelman

Reference #: B082573

ENTITY NAME: PEGASUS FOUNDATION, INC.

☒ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

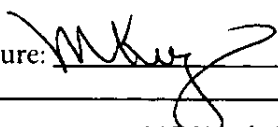
☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other: _____

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TALLAHASSEE, FL 32301

Authorized Amount: \$70.00

Signature: 

COVER LETTER

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

SUBJECT: Pegasus Foundation, 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: Kevin C. Lane, Esq./Vedder Price P.C.

Name (Printed or typed)

222 N. LaSalle Street, Suite 2600

Address

Chicago, IL 60601

City, State & Zip

312-609-7500

Daytime Telephone number

klane@vedderprice.com

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

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

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

FILED

ARTICLE I NAME

The name of the corporation shall be: Pegasus Foundation, Inc.

2016 DEC -2 PM 2: 20

ARTICLE II PRINCIPAL OFFICE

Principal street address:
10435 Riverside Drive, Suite 105

Palm Gardens, Florida 33410

Mailing address, if different is:
401 N. Michigan Avenue, Suite 3200

Chicago, Illinois 60611-2200

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: See attachment.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: Per the Bylaws

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: National Corporate Research, Ltd., Inc.

Address: 115 North Calhoun Street, Ste. 4

Tallahassee, FL 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Kevin Lane, Esq.

Address: 222 N LaSalle Street, Ste. 2400

Chicago, Illinois 60601

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior or 90 business days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

Emilio B. Hood ASSISTANT SECRETARY
Required Signature of Registered Agent

12/1/16
Date

I submit this document and affirm 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.

Kevin C. Lane
Required Signature of Incorporator

12/1/2016
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTACHMENT TO THE ARTICLES OF INCORPORATION OF

PEGASUS FOUNDATION, INC.

ARTICLE III

PURPOSE

The Foundation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or hereafter amended (the "Code"), including without limitation donating funds to a variety of public charities exempt from taxation under Section 501(c)(3) of the Code, and any purpose related thereto that is permitted of an organization exempt from taxation under Section 501(c)(3) of the Code .

The Foundation shall have such powers as are now or may hereafter be granted by the Florida Not for Profit Corporation Act, as amended or any successor legislation (the "Act"), except that such powers may be exercised only in furtherance of the purposes of the Foundation as stated in its Articles of Incorporation as filed with the Florida Secretary of State, including any amendments thereto (the "Articles") and consistent with its status as (a) a corporation described in Section 501(c)(3) of the Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States internal revenue law).

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, the Foundation's directors, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered.

No substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code) and the Foundation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. To the extent that Section 501(c)(3) of the Code is at any time amended to permit participation or intervention in a political campaign or to permit to a greater extent the carrying on of propaganda or otherwise attempting to influence legislation by an organization described in Section 501(c)(3) of the Code, the Foundation shall be authorized to carry on such activities to the extent permitted by Section 501(c)(3) of the Code.

ATTACHMENT TO THE ARTICLES OF INCORPORATION OF
PEGASUS FOUNDATION, INC.

ARTICLE IX

DISSOLUTION

Upon the dissolution of the Foundation, the Board of Directors of the Foundation shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation to any corporation(s), organization(s), or society(ies) selected by the Board of Directors that (i) in the judgment of the Board of Directors is engaged in activities substantially similar to those of the Foundation, (ii) is then qualified under Section 501(c)(3) of the Code, and (iii) satisfies or has agreed to comply with any other regulatory requirement, not inconsistent with the requirements of said Section 501(c)(3) of the Code, with respect to the disposition or utilization of such assets so distributed as may be applicable to such assets or be a condition to such distribution imposed by law or by a federal or state regulatory agency having jurisdiction thereover. Any such assets not so disposed of shall be disposed of, by a court of competent jurisdiction of the country in which the principal office of the Foundation is then located, to any corporation(s), organization(s), or society(ies), as said court shall determine, that is engaged in activities substantially similar to those of the Foundation and that is then qualified under Section 501(c)(3) of the Code.