

N18000007763

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only

N. SAMS

JUL 17 2018



400315691934

07/13/18--01005--023 \*\*87.50

18 JUL 13 PM 4:58  
N. SAMS  
JUL 17 2018

July 4, 2018

Amber W Loper  
16907 LeClare Groves Way  
Lutz, Florida 33558  
(813) 382-5181

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

10 JUL 13 PM 4:58  
RECEIVED  
DIVISION OF CORPORATIONS

Re: Documents for the incorporation of the not for profit corporation Rob  
Wallace Legacy Foundation, Inc.

Dear Clerk:

Transmitted herewith are the following:

1. Original and one (1) copy of Articles of Incorporation for Rob Wallace Legacy Foundation, Inc.
2. Original and one (1) copy of Certificate of Designation Registered Agent/Registered Office.
3. Self-addressed, stamped envelope for returning a certified copy of the Articles of Incorporation.
4. Check in the amount of \$87.50, for:
  - a. Filing Articles of Incorporation -- \$35.00
  - b. Filing Certificate of Designation Registered Agent/Registered Office -- \$35.00.
  - c. Obtaining a Certified Copy of the Articles of Incorporation -- \$8.75.
  - d. Obtaining a Certificate of Status-- \$8.75

Please return a certified copy of the Articles of Incorporation in the enclosed self-addressed, stamped envelope to the undersigned.

Page 2

Very truly yours,

AMBER W. LOPER

16 JUL 13 PM 4:58  
FBI BOSTON TEL 5/10/04

**ARTICLES OF INCORPORATION  
FOR  
ROB WALLACE LEGACY FOUNDATION, INC.**

The undersigned, acting as the incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be ROB WALLACE LEGACY FOUNDATION, INC.

**ARTICLE II. REGISTERED OFFICE ADDRESS**

The principal place of business of this corporation is 1502 South Oregon Circle, Tampa, Florida 33612.

The mailing address of this corporation shall be P.O. Box 271807, Tampa, Florida, 33688-1807.

The email address of this corporation shall be: admin@robwallacelegacy.com

**ARTICLE III. PURPOSES**

Section 1. The specific purpose of this corporation shall be to remember Rob Wallace's life, to commemorate how selfless a community servant he was, to carry on his legacy of service, and to celebrate what a great husband, father, grandfather, brother, uncle, engineer, entrepreneur, State Representative, loyal friend, and role model he was. The Corporation seeks to raise funds through contributions, donations, and philanthropic events to create awareness of mental illness, depression and suicide prevention. Funds shall be donated consistent with the wishes of the family of the late Rob Wallace, as affirmed by a majority vote of the Board, to such organization(s) that Rob Wallace advocated for or was involved in, or any such organization that support individuals

effected by mental illness, depression or suicide provided however, that any such organization(s) shall be exempt from federal income taxation under Section 501(c)(3) of the Code.

Section 2. This corporation is organized exclusively for charitable and educational purposes for the purpose of qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

Section 3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that this 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 III hereof. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law, or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law. This Corporation shall not engage in activities which are not in furtherance of the charitable and educational purposes set forth in this Article.

#### **ARTICLE IV. MANNER OF ELECTION OF DIRECTORS**

The direction and management of the affairs of the corporation, and control and disposition of its property and funds shall be vested in a Board of Directors (the "Board"). This corporation shall maintain a minimum of three (3) and no more than five (5) Directors throughout its duration. The exact number, qualifications, manner of appointment, and terms of office of the Board of Directors shall be set forth in the bylaws of the corporation.

18 JUL 13 PM 4:5  
CLERK OF SUPERIOR COURT  
CLERK OF SUPERIOR COURT

## **ARTICLE V. INITIAL DIRECTORS AND ADDRESSES**

The corporation's initial Directors shall be five (5) in number and are as follows:

1. Wallace, Ann F. at 1502 South Oregon Circle, Tampa, Florida 33612.
2. Loper, Amber W. at 16907 LeClare Groves Way, Lutz, Florida 33558.
3. Wallace, Connor B. at 4945 Pennsbury Drive, Tampa, Florida 33624.
4. Wallace, Scott F. at 1502 South Oregon Circle, Tampa, Florida 33612.
5. Wallace, Robert E. IV at 83 Sandpiper Cres, Milford, Connecticut 06460

## **ARTICLE VI. OFFICERS**

Section 1. This corporation shall have officers who shall be elected or appointed at such time and for such terms as is described by its bylaws.

Section 2. The duties of the officers shall be as set forth in F.S. 617.0841.

## **ARTICLE VII. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the initial Registered Agent is: Ann F. Wallace, 1502 South Oregon Circle, Tampa, Florida 33612.

The email address for the registered agent is: ann@robwallacelegacy.com

## **ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator for these Articles of Incorporation is: Amber W. Loper, 16907 LeClare Groves Way, Lutz, Florida 33558

The email address for the incorporator is: amber@robwallacelegacy.com

18 JUL 13 PM 4:58  
FILED  
CLERK OF COURT  
JULY 13 2013  
CLERK OF COURT  
JULY 13 2013

## **ARTICLE IX: COMMENCEMENT AND DURATION**

This corporation shall commence to exist as of the date of filing of these Articles of Incorporation with the Secretary of State's Office and shall exist perpetually thereafter until dissolved.

## **ARTICLE X: LIMITATION OF CORPORATE POWERS**

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes.

## **ARTICLE XI. BYLAWS**

The Board of Directors of the corporation shall adopt such bylaws for the conduct of its activities as it may deem appropriate from time to time. Upon proper notice, the bylaws, as so adopted, may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular or special meeting called for that purpose.

## **ARTICLE XII. DISTRIBUTIONS UPON LIQUIDATION OR DISSOLUTION**

Upon dissolution of the corporation or upon a liquidation of its assets, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the net assets remaining after payment of all debts and obligations of the corporation and of all costs and expenses of such liquidation or dissolution, shall be distributed, at the discretion of Directors, to an organization or corporation that qualifies under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE XIII. PROHIBITED ACTIVITIES**

The corporation:

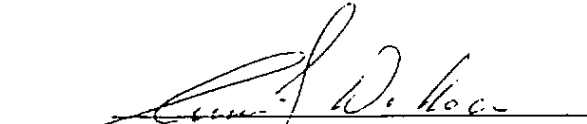
- (a) shall not attempt to influence legislation as a substantial part of its activities;
- (b) shall not allow any part of its net income to inure to the benefit of Directors, Officers, or Members of the corporation or to any other individuals, except in the furtherance of its Charitable Purposes;
- (c) shall not participate to any extent in any political campaign for or against any candidate for public office;
- (d) shall not conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or by any organization, contributions to which are deductible under Section 170(c)(2) of the Code;
- (e) to the extent the corporation is or may become a private foundation, within the meaning of Section 509 of the Code, the corporation shall not fail to distribute its income for each taxable year at such time and in such manner as to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- (f) to the extent the corporation is or may become a private foundation, within the meaning of Section 509 of the Code, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (g) to the extent the corporation is or may become a private foundation within the meaning of Section 509 of the Code, the corporation shall not retain any excess business holding as defined in Section 4943(c) of the Code;
- (h) to the extent the corporation is or may become a private foundation within the meaning of Section 509 of the Code, the corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code; or
- (i) to the extent the corporation is or may become a private foundation within the meaning of Section 509 of the Code, the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

### **ARTICLE XIV. AMENDMENTS TO ARTICLES OF INCORPORATION**

These articles of incorporation may be amended by a majority vote of the corporation's officers present at any regular or special meeting called for that purpose.



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. The undersigned incorporator has executed these Articles of Incorporation this 4<sup>th</sup> day of July, 2018.

  
ANN F. WALLACE

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, Florida Statute. The undersigned incorporator has executed these Articles of Incorporation this 4<sup>th</sup> day of July, 2018.

  
AMBER W. LOPER