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CLERK OF STATE  
TALLAHASSEE, FLORIDA

D. O'KEEFE

AUG 23 2022

## COVER LETTER

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

**SUBJECT:** W.O.B.E. 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:** Karl A. Burgunder, Esq.  
\_\_\_\_\_  
Name (Printed or typed)

1490 Swanson Dr., Suite 200  
\_\_\_\_\_  
Address

Oviedo, FL 32765  
\_\_\_\_\_  
City, State & Zip

407-366-3555  
\_\_\_\_\_  
Daytime Telephone number

karl@cfbizlaw.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  
W.O.B.E. FOUNDATION, INC.  
(A Florida Corporation Not for Profit)

The undersigned, acting as incorporator of a corporation under Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: W.O.B.E. FOUNDATION, INC. (hereinafter referred to as the "Foundation.")

ARTICLE II – CORPORATE NATURE

The Foundation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

ARTICLE III - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Foundation is 3159 Pine Run Trail, DeLand, FL 32724.

ARTICLE IV – REGISTERED OFFICE AND AGENT

The registered office of this Foundation shall be located at: 3159 Pine Run Trail, DeLand, FL 32724 and the initial registered agent of the Foundation at that address is Alison Walsh, 3159 Pine Run Trail, DeLand, FL 32724. The Foundation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE V – DURATION

The commencement of the existence of the Foundation shall be upon the execution of these Articles, and the period of duration of the Foundation is perpetual unless dissolved according to law. The Board of Directors are authorized to ratify and affirm all pre-incorporation activities of the Foundation.

ARTICLE VI - BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws of the Foundation shall be vested in the Board of Directors.

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CLERK OF DISTRICT COURT  
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## ARTICLE VII – MANAGEMENT

1. BOARD OF DIRECTORS. All power and authority of the Foundation shall be invested in and exercised by its Boards of Directors, which shall manage and direct the affairs of the Foundation in accordance with applicable law and as provided in the bylaws of the Foundation. The initial numbers of directors of the Foundation shall be six, but shall always consist of at least three persons. The qualifications, method of selection, voting rights of Directors shall be as provided in the bylaws of the Foundation. The initial directors of the Foundation, and their addresses, are:

1. Alison Walsh, 3159 Pine Run Trail DeLand, FL 32724
2. Jenna Rubin, 3159 Pine Run Trail DeLand, FL 32724
3. Roberta McQueen, 3009 Bay Springs Trail DeLand, FL 32724
4. Jessica Albertson, 525 S. Longview Place Longwood, FL 32779
5. Sandi Moran, 14520 Gainesborough Dr. Orlando, FL 32826
6. Carl Ivan Parker, 14175 N.W. Gainesville Rd Reddick, FL 32686

2. OFFICERS. The day to day business of the Foundation shall be carried out by its officers. Officers shall consist of the President, one or more Vice Presidents, Secretary, and Treasurer. Officers shall be selected by the members pursuant to the bylaws, but shall report to the Board of Directors. The terms, duties, responsibilities and authority of the officers shall be as set forth in the bylaws. The initial officers of the Foundation are:

Alison Walsh, President  
Jenna Rubin, Vice President  
Roberta McQueen, Treasurer  
Jessica Albertson, Secretary

## ARTICLE VIII – INCORPORATOR

The name and address of the incorporator of the Foundation is: Alison Walsh, 3159 Pine Run Trail, DeLand, FL 32724.

## ARTICLE IX - CORPORATE PURPOSES

The purposes for which this Foundation is formed are exclusively charitable, literary, educational and scientific, and consist of the following:

1. This Foundation is formed exclusively for charitable, literary, scientific and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. To aid, support, and assist by gifts, contributions, resource, or otherwise, to families who have been affected by Myotubular Myopathy (MTM), Centronuclear Myopathy (CNM), and/or ventilated tracheotomy in childhood. All activities of the Foundation shall be exercised exclusively for such enumerated charitable, literary, scientific and educational purposes. No part of the Foundation's net earnings shall inure to the benefit of any private shareholder or individual, and no substantial part of its activities of shall be in furtherance of carrying on propaganda or otherwise attempting to influence legislation.

3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, community chests, charities, funds, foundations, associations, trusts, institutions, or governmental bureaus, departments or agencies.

#### ARTICLE X – I.R.C. §501(c)(3) LIMITATIONS

1. LIMITATION ON CORPORATE ACTIVITIES: Notwithstanding any other provision of these Articles, this Foundation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these Articles, this Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Foundation.

2. NO PRIVATE INUREMENT: The Foundation is not organized, nor shall it be operated for, the primary purpose of generating pecuniary gain or profit. The Foundation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, if any, or to any individual, except as reasonable compensation for services performed in carrying out the Foundation's charitable, literary, scientific and educational purposes. The property, assets, profits and net income of the Foundation are irrevocably dedicated to its stated purposes no part of which shall inure to the benefit of any individual.

3. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the Foundation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

4. DISSOLUTION: Upon winding up and dissolution of the Foundation, the assets of the Foundation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes, or shall be distributed to the federal government, or to a state or local government, for a public

purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. If the Foundation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of a court of competent jurisdiction of the county in which the principal office of the Foundation is then located, upon petition thereof by a duly authorized officer of the State of Florida or by any person concerned in the liquidation.

5. "PRIVATE FOUNDATION" PROVISIONS: In the event this Foundation is determined to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a.) The Foundation 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 federal tax code.
- b.) The Foundation 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 federal tax code.
- c.) The Foundation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d.) The Foundation 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 federal tax code.
- e.) The Foundation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE XI – POWERS

The Foundation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article IX, and all of the benefits, rights, and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including and additions or amendments thereto. Without limiting the generality of the foregoing, the Foundation is empowered:

- 1. To acquire, own, maintain and use its assets for the purposes set forth in Article IX:

2. To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article IX;
3. To borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article IX, and to secure the same by mortgage, pledge or other lien on the Foundation's property;
4. To raise funds by any legal means for the accomplishment of its purposes set forth in Article IX; and
5. To do and perform all acts reasonably necessary to accomplish its purposes set forth in Article IX.

#### ARTICLE XII – INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Foundation shall be indemnified by the Foundation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

#### ARTICLE XIII - AMENDMENT

This Foundation, by its Board of Directors, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation in the manner prescribed in the bylaws, and right conferred upon the members is subject to this reservation.


#### ARTICLE XIV - MISCELLANEOUS

1. No corporate seal. Unless subsequently adopted by the Board of Directors, the Foundation shall not have an official corporate seal.

2. The provisions of these Articles of Incorporation shall control of any conflicting provision of the Foundation's bylaws.

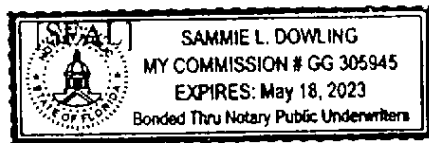
#### ARTICLE XV - EXECUTION

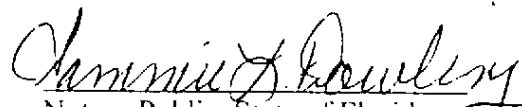
These Articles of Incorporation are hereby executed by the undersigned sole incorporator on July 20, 2022.

  
Alison Walsh, Incorporator

STATE OF FLORIDA }  
COUNTY OF }

The foregoing Articles of Incorporation were acknowledged before me by means of ☒ physical presence or ☐ online notarization, on July 20, 2022 by Alison Walsh, as incorporator of W.O.B.E. Foundation, Inc.



  
Sammie L. Dowling  
Notary Public, State of Florida

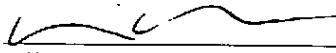
Indicate: ☒ Personally Known, or ☐ Produced Identification  
Type of Identification Produced: \_\_\_\_\_

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TALLAHASSEE, FLORIDA



## REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named as registered agent to accept service of process for W.O.B.E. FOUNDATION, INC., a Florida not for profit corporation at the place designated in the foregoing Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of the duties of registered agent.

  
\_\_\_\_\_  
Alison Walsh  
3159 Pine Run Trail  
DeLand, FL 32724

7/20/22  
Date

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