

N98000005055



ACCOUNT NO. : 072100000032

REFERENCE : 945152 90714A

AUTHORIZATION : Patricia Pizut

COST LIMIT : \$ 70.00

ORDER DATE : August 28, 1998

ORDER TIME : 8:59 AM

ORDER NO. : 945152-005

CUSTOMER NO: 90714A

CUSTOMER: Jonathan Alper, Esq
JONATHAN B. ALPER, P.A.

274 Kipling Court

Heathrow, FL 32746

400002628294--3

DOMESTIC FILING

NAME: MAC FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

2589
W98-19868

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 31 AM 8:52

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98 AUG 31 AM 9:57
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 31 AM 8:52

August 31, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MAC FOUNDATION, INC.
Ref. Number: W98000019868

RESUBMIT

Please give original
submission date as file date.

We have received your document for MAC FOUNDATION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 198A00044775

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98 SEP -2 PM 1:25
DIVISION OF CORPORATION

EFFECTIVE DATE

9/1/98

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SECRETARY OF STATE
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98 AUG 31 AM 8:52

**ARTICLES OF INCORPORATION
OF
MAC FOUNDATION, INC.**

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes hereby forms a corporation not for pecuniary profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be **MAC FOUNDATION, INC.** The principal and mailing address is 1052 Montgomery Road, Suite 169, Altamonte Springs, Florida 32714.

ARTICLE II - COMMENCEMENT

This corporation shall begin existence on September 1, 1998, pursuant to Florida Statute 617.0203.

ARTICLE III - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV - PURPOSES AND POWER OF CORPORATION

A. The specific purpose of the corporation is to assist individuals in the community in their solution of their personal and family problems. The corporation will concentrate on concerns unique to men in traditional family settings.

B. Generally, this corporation is organized for religious, charitable, literary and educational purposes, including, for all such purposes, the making of distributions to

organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

C. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to a corporation not for pecuniary profit and not inconsistent with these Articles of Incorporation.

D. Notwithstanding any other provision of these Articles of Incorporation:

1. No part of the net earnings of this corporation shall inure to the benefit of; or be distributable to its members, trustees, 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 this Article.

2. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3. This corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code or (1)) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

4. If the corporation is, or shall ever be, classified as a "private

foundation", as defined in Section 501(a) of the Internal Revenue Code of 1986 or corresponding section of any future tax code, it shall comply with the provisions of Section 617.0835, Florida Statutes, for so long as it remains a private foundation.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1052 Montgomery Road, Suite 169, Altamonte Springs, FL 32714, and the name of the initial registered agent of this corporation at that address is Robert M. Lebel.

ARTICLE VI - MEMBERS

The initial member of the corporation shall be the incorporator of these Articles, and additional persons may be approved for membership by the Board of Directors, in such manner as may be prescribed by the bylaws of the corporation. The Corporation reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion or sex.

ARTICLE VII- INCORPORATORS

The name and address of the incorporator of this corporation is as follows: Robert M. Lebel, 1052 Montgomery Road, Altamonte Springs, FL 32714.

ARTICLE VIII- BOARD OF DIRECTORS

A. The initial Board of Directors shall be comprised of three (3) members who

shall serve until their successors are elected and installed pursuant to the procedures set forth in the Bylaws.

B. The number of members constituting the Board of Directors may be increased or decreased by the Board of Directors from time to time at any regular or special meeting and any vacancies may be filled by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting duly called for that purpose provided a quorum of the Board is present. The Board of Directors, however, shall never be less than three (3) members.

C. The members reserve the exclusive power to adopt, alter, amend or repeal the Bylaws of this corporation; provided, however, that the initial Bylaws of this corporation shall be adopted by the Board of Directors.

ARTICLE IX - INDEMNIFICATION OF CORPORATION

This corporation may in the discretion of the Board of Directors indemnify any officer, director or any former officer or director to the extent provided by law.

ARTICLE X - USE OF ASSETS

A. The assets and income derived from the assets of this corporation shall be used solely for the purposes set forth in Article IV of these Articles of Incorporation. Any disbursements shall be at the approval and direction of the Board of Directors and the members in accordance with the Bylaws. No part of the net earnings of this 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 IV hereof.

B. No substantial part of this activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation described under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provision of any future United States Internal Revenue Law).

D. It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or thereafter amended. Accordingly, no part of the affairs of this corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of this corporation.

ARTICLE XI- AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of a majority of the members, as set forth in the bylaws, at any regular or

special meeting of the membership called for such purpose in accordance with the provision of the Bylaws.

ARTICLE XII- DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this corporation, dispose of all of the assets of this corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time (or the corresponding provision of any future United States Internal Revenue law), or to the federal, state or local government, as the members shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation 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. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this 24 day of August, 1998, for the purposes of forming this corporation not for profit under the laws of the State of Florida.



ROBERT M. LEBEL

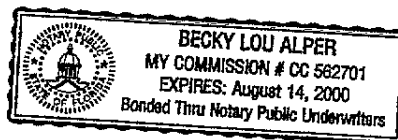
STATE OF FLORIDA)
COUNTY OF Seminole)

BEFORE ME, the undersigned authority this 24th day of August,
1998 personally appeared ROBERT M. LEBEL who ✓ is personally known to me or
_____ who has produced as identification and who did/did not take an oath.

Becky Lou Alper
Print: Becky Lou Alper

Notary Public

My commission expires




ACCEPTANCE BY REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG 31 AM 8:53

Having been named as registered agent to accept service of process for MAC FOUNDATION, INC., at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Statutes.

August 24, 1998


ROBERT M. LEBEL