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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 122178 4134G

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 78.75

ORDER DATE : February 3, 1999

ORDER TIME : 1:54 PM

ORDER NO. : 122178-005

CUSTOMER NO: 4134G

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CUSTOMER: Ms. Debra K. Smietanski  
BROAD AND CASSEL  
BROAD AND CASSEL  
Suite 3500  
100 North Tampa Street  
Tampa, FL 33602

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DIVISION OF CORPORATION

DOMESTIC FILING

NAME: THE ABLENET FOUNDATION,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

*f 2/3/99*

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**The AbleNet Foundation, Inc.  
(A Corporation Not For Profit)**

The undersigned incorporator, JOANNE MILLER, to these Articles of Incorporation hereby forms a corporation not for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation is **The AbleNet Foundation, Inc.**, with its principal offices located at 5560 Avenue Du Soleil, Lutz, Florida 33549. The Board of Directors may from time to time move the principal office of the corporation to any other address in the State of Florida.

**ARTICLE II**

**Nature of Business**

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary, or educational 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. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

### **ARTICLE III**

#### **Powers**

The corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501 (c) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

### **ARTICLE IV**

#### **Membership**

The membership of this corporation shall be limited to the members of the Board of Directors and shall consist initially of these persons hereinafter named as directors and such other persons as from time to time may become members as set forth in the Bylaws.

### **ARTICLE V**

#### **Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation in the office of the Secretary of the State of Florida and the corporation shall have perpetual existence thereafter.

## ARTICLE VI

### Incorporator

The name and address of the incorporator of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOANNE MILLER	5560 Avenue Du Soleil Lutz, Florida 33549

## ARTICLE VII

### Officers

The officers of the corporation shall be a President, Vice-President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>NAME</u>	<u>OFFICE</u>
JOANNE MILLER	President
ANDY BRAGG	Vice-President
LYNN REYNOLDS	Secretary
FRED HOFFMAN	Treasurer

## ARTICLE VIII

### Directors

The affairs of the corporation shall be managed by a Board of Directors, members of which shall be elected annually. The number of directors shall be fixed as set forth in the Bylaws of the corporation but shall never be less than three (3). The names and addresses of the first Board of Directors, consisting of ten (10) persons who shall serve until their successors are duly elected and qualified, shall be as follows:

<u>Name</u>	<u>Address</u>
JOANNE MILLER	5560 Avenue Du Soleil Lutz, Florida 33549
KEVIN AMBLER	4169 Brentwood Circle Tampa, Florida 33624
ALICIA ARGIZ	3206 Shady Glenn Circle Tampa, Florida 33618
ANDY BRAGG	5814 Cruiser Way Tampa, Florida 33615
FRED HOFFMAN	408 South Hubert Avenue Tampa, Florida 33609
TONY HOLBROOK	2302 S. Manhattan Avenue #312 Tampa, Florida 33629
IRENE HURST	1024 Wildrose Drive Lutz, Florida 33549
DAVID KENDALL	101 Oakwood Drive Largo, Florida 33770
LYNN REYNOLDS	5026 The Riviera Tampa, Florida 33609
DEBRA K. SMIETANSKI	2913 Fair Oaks Avenue Tampa, Florida 33611

#### **ARTICLE IX**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 5560 Avenue Du Soleil, Lutz, Florida 33549 and the name of the initial registered agent as such address is JOANNE MILLER.

## **ARTICLE X**

### **Bylaws**

The Board of Directors of this corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice the Bylaws may be amended, altered or rescinded by a majority vote of a quorum of the members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

## **ARTICLE XI**

### **Amendments**

Amendments to these Articles of Incorporation shall be proposed by the officers of the corporation and approved by the Board of Directors by a two-thirds vote of a quorum present at a meeting duly called in accordance with the Bylaws of the corporation.

## **ARTICLE XII**

### **Limitations on Actions**

All the assets and earnings of the corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers, or any of the private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of its activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or interfere in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any political candidate. Notwithstanding any

other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The corporation shall have no capital stock, pay no dividends, distribute no part of its net income to any members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) it shall not:

(a) fail to 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 Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws);

(b) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws);

(c) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws);

(d) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws); or

(e) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws).

### ARTICLE XIII

#### Dissolution

Upon dissolution of the corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an organization described in Section 501 (c)(3) and 170(c) (2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any prior or future law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or director of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles this  
1<sup>st</sup> day of February, 1999.

  
\_\_\_\_\_  
JOANNE MILLER, Incorporator



**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the designation to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: Feb. 1, 1999

Joanne Miller  
JOANNE MILLER, Registered Agent

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