

N990000002979

**ATTORNEYS' TITLE**

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

FILED  
99 MAY 13 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1- THE DAVID WILLIAM MCNICHOLAS FOUNDATION, INC.

2-

200002862432--6

-05/04/99--01089--004

3-

\*\*\*\*\*70.00 \*\*\*\*\*70.00

4-

☒ Walk-in

☐ Pick-up time ASAP

☐ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

<input type="checkbox"/>	Profit
XX	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

**AMENDMENTS**

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

**OTHER FILINGS**

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

**REGISTRATION/QUALIFICATION**

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

99 MAY 13 PM 1:15  
JENNIFER S. LUMMAUER

Examiner's Initials

JYC S/4

**AFFIDAVIT PERMITTING IMMEDIATE ASSUMPTION  
AND USE OF THE CORPORATE NAME OF  
THE DAVID WILLIAM MCNICHOLAS FOUNDATION, INC.**

STATE OF FLORIDA     )  
COUNTY OF MARTIN )SS.

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared, MICHAEL J. MCNICHOLAS, who being by me first duly sworn, deposes and says:

1. That my name is Michael J. McNicholas, and that I am over 18 years of age.
2. That I am the Incorporator, sole Director and President of THE DAVID WILLIAM MCNICHOLAS FOUNDATION, INC., a Florida for profit corporation (hereinafter the Corporation).
3. That the Articles of Incorporation for the Corporation were filed on May 6, 1998.
4. That Articles of Dissolution have been filed on May 4, 1999 dissolving the Corporation.
5. That the Incorporators and Directors do not intend to revoke said dissolution and permit the assumption and use of the corporate name by the non-profit corporation filing its Articles of Incorporation herewith.

FURTHER AFFIANT SAYETH NAUGHT.

DATED this 11th day of May, 1999.

THE DAVID WILLIAM MCNICHOLAS  
FOUNDATION, INC., a Florida  
corporation

BY: 

Its: President

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this  
11th day of May, 1999, by MICHAEL J. MCNICHOLAS, as President of  
THE DAVID WILLIAM MCNICHOLAS FOUNDATION, INC., a Florida  
corporation, on behalf of the corporation.

*Barbara Pinzone*

Notary Public  
STATE OF FLORIDA AT LARGE  
My Commission Expires:

(NOTARY SEAL)



Barbara Pinzone  
MY COMMISSION # CC563626 EXPIRES  
July 7, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

**ARTICLES OF DISSOLUTION**  
**OF**  
**THE DAVID WILLIAM MCNICHOLAS FOUNDATION, INC.**

1. The name of the corporation is THE DAVID WILLIAM MCNICHOLAS FOUNDATION, INC.
2. The date of filing of its Articles of Incorporation was May 6, 1998.
3. That none of the corporations shares have been issued.
4. That no debt of the corporation remains unpaid.
5. A majority of the incorporators or directors authorized the dissolution.

DATED this 21st day of April, 1999.

THE DAVID WILLIAM MCNICHOLAS  
FOUNDATION, INC., a Florida  
corporation

BY: *Mike McNicholas*  
Its: President

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 21st day of April, 1999, by MICHAEL J. MCNICHOLAS, as President of THE DAVID WILLIAM MCNICHOLAS FOUNDATION, INC., a Florida corporation, on behalf of the corporation.

(NOTARY SEAL)

*Barbara Pinzone*  
Notary Public  
STATE OF FLORIDA AT LARGE  
My Commission Expires



Barbara Pinzone  
MY COMMISSION # CC663526 EXPIRES  
July 7, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED  
99 MAY -4 PM 3:38  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this  
21st day of April, 1999, by MICHAEL J. MCNICHOLAS, as President  
of THE DAVID WILLIAM MCNICHOLAS FOUNDATION, INC., a Florida  
corporation, on behalf of the corporation.

*Barbara Pinzone*

(NOTARY SEAL)

Notary Public  
STATE OF FLORIDA AT LARGE  
My Commission Expires:



Barbara Pinzone  
MY COMMISSION # CC583528 EXPIRES  
July 7, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
99 MAY 13 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

The David William McNicholas Foundation, Inc.  
*a non-profit Florida corporation*

*(Pursuant to s. 617.0202, Florida Statutes.)*

The undersigned have this day associated themselves for the purpose of forming a non-profit corporation under the laws of Florida and adopt the following Articles of Incorporation.

1. **Name.** The name of this corporation is The David William McNicholas Foundation, Inc.. The duration of the corporation shall be perpetual.
2. **Tax-Exempt Status.** The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
3. **Tax-Exempt Status for Educational Association.** This corporation shall not directly or indirectly perform any act or transact any business that will jeopardize the tax-exempt status of the corporation under §510(c)(6) of the Internal Revenue Code and its regulations, as such section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted. No part of the assets or the net earnings of the corporation, current or accumulated, shall inure to the benefit of any private individual.
4. **Initial Objectives.** The initial specific charitable, scientific, literary, and educational objectives of this corporation are to raise funds through charity and other events to be disbursed towards efforts for the cure of Freidrich's Ataxia.
5. **Powers.** In furtherance of its objectives and to provide funds therefor, this corporation shall have the capacity and power to do any and all things necessary and appropriate to their accomplishment, including

but not limited to:

a. To hold, manage and administer any and all real and personal property of every kind and description acquired by the corporation; to use and apply the whole or part of the income therefrom and the principal interest thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

b. To accept and receive by gift, devise, bequest or otherwise for the uses and purposes of this corporation, any property -- real, personal or mixed -- of any kind, nature or description.

c. To acquire by purchase, lease or otherwise; to own, hold, maintain and improve; to sell, exchange, mortgage, license, lease or otherwise dispose of, such real and personal property as may be necessary to further accomplish this corporation's purposes.

d. To invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest or grant; provided, however, that such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

e. To make and enter into contracts and agreements of every kind and description necessary to further the purposes of this corporation and to apply for, receive, contract, administrate, and perform gifts, grants, awards, contracts, and programs to accomplish its purposes with any and all governmental, charitable, educational, or scientific organizations.

f. To lend its funds upon adequate security and to borrow for its corporate purposes and secure the same by mortgage or pledge of any and all its corporate real or personal property or both.

g. To exercise all rights and privileges appurtenant to any securities or any property held by this corporation, including, but without limitation to, the right to vote any share of stock which may be held by this corporation.

h. To act as trustee of funds for trusts created solely for charitable, religious, scientific, literary or educational purposes as shall be in furtherance of the purposes and objectives of this corporation.

i. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

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

k. To hold meetings, lectures, and other educational, business, and social programs, to engage speakers, to compile and distribute information, and to provide printed material, forms, recordings, and other presentations or materials for the benefit of the members and/or the public.

l. To collect dues, to engage in fund-raising activities, and to borrow money and to issue notes and other evidences of indebtedness and obligations from time to time for any lawful corporate purpose or objective, and to mortgage, pledge, and otherwise charge any or all its properties, rights, privileges, and assets to secure the payment thereof.

m. To establish terms and conditions of membership in the corporation.

n. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

6. **Non-Profit Status.** This corporation shall be a non-profit corporation and shall have no capital stock, and no dividends or pecuniary profits shall be declared or paid to the directors, officers, or members thereof. No part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member of this corporation or any private individual, provided, however, that reasonable compensation may be paid for services rendered to this corporation in the furtherance of its purposes.

7. **Classes of Membership.** The present members of this corporation are the incorporators and directors thereof. Any person may become a member of this corporation under the terms and conditions established in the by-laws of this corporation.

8. **Registered Agent.** This corporation appoints Michael J. McNicholas 320 West Ocean Boulevard, Stuart, FL 34994, who has been a bona fide resident of the State of Florida for at least three years, as its Registered agent in and for the State of Florida. This appointment may be revoked at any time by the Board of Directors authorizing and directing the filing with the Florida Corporation Commission of a statement in accordance with F.S. 617.1509.

9. **Known Place of Business.** The known place of business of the corporation shall be: 320 West Ocean Boulevard, Stuart, FL 34994 and at such other places as from time to time may be selected by the Board of Directors.

10. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the by-laws.

The names of the members of the initial Board of Directors, who shall serve until their successors



are qualified according to the by-laws, are:

Michael J. McNicholas  
Thomas R. McNicholas  
Ted Astolfi  
Alexander Myers  
Mark Robitaille  
Barbara Sommers

The Board of Directors shall have full power to adopt, alter and amend the by-laws of this corporation and to make proper rules and regulations for the transaction of its affairs.

11. **Incorporators.** The names and addresses of the undersigned incorporators are:

Michael J. McNicholas  
320 W. Ocean Blvd.  
Stuart, FL 34994

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Florida Corporation Commission for filing.

12. **Indemnification of Officers, Directors, Employees, and Agents.** Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former directors, officers, employees and agents against all expenses incurred by them and each of them including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of services or employment as director, officer, employee or agent of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former director, officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her services or employment as a director, officer employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically

extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation at its own expense and through counsel of its own choosing, to defend him or her in the action.

13. **Amendment of Articles of Incorporation.** These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of this corporation at a meeting called for that purpose; provided, however, that in no event shall the purposes of this corporation be changed, and Articles 5 and 12 hereof shall not be altered or amended in any manner or way whatsoever.

14. **Dissolution.** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, 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 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.

15. **Initial Capitalization.** The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of a stated sum which shall be at least one hundred dollars (\$100.00).

[END OF TEXT]

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 3rd day of May, 1999.

  
MICHAEL J. McNICHOLAS

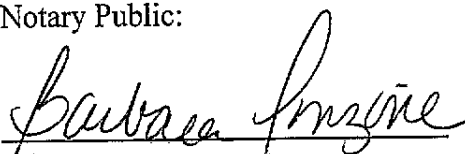
State of Florida  
County of Martin

The foregoing instrument was acknowledged before me this 3rd day of May, 1999, by Michael J. McNicholas, (☒) who is personally known to me, or ( ☐ ) who produced the following identification: \_\_\_\_\_



Barbara Pinzone  
MY COMMISSION # CG563528 EXPIRES  
July 7, 2000  
BONDED THRU TROY FAN INSURANCE, INC.

Notary Public:

  
Print \_\_\_\_\_

State of Florida at Large

My commission expires: \_\_\_\_\_


**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: THE DAVID WILLIAM MCNICHOLAS FOUNDATION, INC.
2. The name and address of the registered agent and office is:

Michael J. McNicholas, Esquire  
320 West Ocean Boulevard  
Stuart, Florida 34994

Date: May 3, 1999

  
MICHAEL J. McNICHOLAS

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
MICHAEL J. McNICHOLAS

DATE: May 3, 1999

**FILED**  
99 MAY 13 PM 3:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA