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FLORIDA NON-PROFIT CORPORATION

CODY FOUNDATION, INC.

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ARTICLES OF INCORPORATION

OF

CODY FOUNDATION, INC.

ARTICLE I

NAME

The name of this corporation is CODY FOUNDATION, INC. The address of the principal office of the corporation is 1128 Tall Pine Trail, Gulf Breeze, FL 32561, and its mailing address is the same.

ARTICLE II

CORPORATE NATURE

This is a non-profit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not-for-Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. To assist existing Section 501(c)(3) organizations conducting research to find a cure for Duchenne Muscular Dystrophy ("DMD") or which provide education, assistance, and support for persons with DMD and their families.

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B. To operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons.

The manner in which the directors of the corporation shall be elected and the terms they shall serve shall be set forth in the bylaws of the corporation.

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 the 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 the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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.

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C. If this corporation is determined to be a private foundation under Section 509 of the Internal Revenue Code of 1986, as amended (the "Code"), then the corporation shall make any and all distributions and at such times and in such manner as not to subject the foundation to tax under Section 4942 of the Code and the corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code), from making any investments in such manner as to subject the foundation to tax under Section 4944 of the Code, and from making any taxable expenditure (as defined in Section 4945(d) of the Code).

D. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal 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), or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

E. Notwithstanding any other provisions of these Articles, this corporation 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 corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization

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or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

This corporation shall not have members.

ARTICLE IX

INCORPORATOR

The name of the Incorporator of this corporation is NINA COBIA and her address is 1128 Tall Pine Trail, Gulf Breeze, Florida 32561.

ARTICLE X

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XI

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 1128 Tall Pine Trail, Gulf Breeze, FL 32561, and the name of its registered agent at said address shall be NINA COBIA.

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ARTICLE XII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may occur by an amendment approved by the Board of Directors.

The undersigned, being the Incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 16 day of April, 1999.

Nina Cobia
NINA COBIA, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 16 day of April, 1999, by NINA COBIA, who personally appeared before me and who is personally known to me or who has produced drivers license as identification.

[Signature]
Printed Name: _____
Notary Public - State of Florida
My Commission Expires: _____
Commission No.: _____

(NOTARY SEAL)



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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, NINA COBIA, am familiar with and hereby accept the appointment as Registered Agent for CODY FOUNDATION, INC., as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 16 day of April, 1999.



NINA COBIA

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