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GUNSTER, YOAKLEY

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FLORIDA PROFIT/NON PROFIT CORPORATION

Tim Mahoney For Florida, Inc.

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**ARTICLES OF INCORPORATION
OF
TIM MAHONEY FOR FLORIDA, INC.
A Florida Not For Profit Corporation**

I, the undersigned incorporator, for the purpose of incorporating and organizing a corporation under the Florida Not For Profit Corporation Act (the "Act"), do hereby execute the following Articles of Incorporation, and certify as follows:

ARTICLE I NAME

The name of the corporation shall be: Tim Mahoney For Florida, Inc. (the "Corporation")

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

4114 Northlake Boulevard
Palm Beach Gardens, FL 33410

ARTICLE III PURPOSES

- A. The Corporation shall be a political committee incorporated for the purposes of limited liability, as provided by Federal Election Commission regulations (11 C.F.R. §114.12(a)) and a nonprofit organization that is organized and operated primarily for the purpose of accepting contributions and making expenditures in connection with the candidacy of Tim Mahoney for the office of representative of Florida's Congressional District 16 to the United States House of Representatives. The Corporation shall not have the authority to issue capital stock. The purpose for which the Corporation is formed is to promote, aid, and encourage the candidacy of Tim Mahoney for the office of representative of Florida's Congressional District 16 to the United States House of Representatives and to carry on activities permitted under the Federal Election Campaign Act of 1971, as amended, 2 U.S.C. §431 et. seq.
- B. In furtherance of its corporate purposes, the Corporation shall have the general powers enumerated in Chapter 617.0302 of the Florida Statutes as now in effect or as may hereafter be amended. In addition, the corporation shall have the power to receive contributions and donations and make expenditures and disbursements in accordance with the Federal Election Campaign Act of 1971, as amended, 2 U.S.C. §431 et. seq. or other applicable Federal, state or local law relating to the corporation in support of Tim Mahoney's candidacy.
- C. The Corporation shall not possess or exercise any power or authority, expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a "political organization" as described in Section 527 of the Internal Revenue Code of 1986, as amended (the "Code").
- D. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director or officer of the Corporation, or any other private person, except that the

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Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

- E. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- F. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida, or any other jurisdiction where its activities are carried on.
- G. Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets and excess funds, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation shall be applied and distributed in accordance with a plan of distribution adopted by the Board of Directors. Under such plan, the assets and excess funds shall be disposed of in accordance with 2 U.S.C. §439(a), including but not limited to distributing them to one or more organizations that are exempt from taxation under section 527 of the Code and have purposes similar to those of the Corporation, be distributed to one or more corporations, funds or foundations that are exempt from taxation under section 501(c)(3) of the Code, or be distributed in any way that is not inconsistent with the any provision of tax and election law applicable to organizations described in the Federal Election Campaign Act of 1971, as amended.

ARTICLE IV ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the Bylaws.

ARTICLE V INITIAL DIRECTORS

The names and addresses of the initial directors are as set forth below:

Charles Halloran
4114 Northlake Boulevard
Palm Beach Gardens, FL 33410

William B. Fletcher, Jr.
223 8th Avenue North
Nashville, TN 32703

Tim Mahoney
4114 Northlake Boulevard
Palm Beach Gardens, FL 33410

ARTICLE VI MEMBERSHIP

The Corporation shall have no members.

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ARTICLE VII AMENDMENTS

These Articles of Incorporation and the Bylaws of the Corporation may be altered, amended or repealed only upon the vote of two-thirds of all of the members of the Board of Directors.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are:

GY Corporate Services, Inc.
777 South Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, GY Corporate Services, Inc. is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

GY CORPORATE SERVICES, INC.

BY: David G. Bates

David G. Bates, Vice President
Date: March 28, 2008

ARTICLE X INCORPORATOR

The name and address of the Incorporator are:

Adi Rappoport
777 South Flagler Drive
Suite 500 East
West Palm Beach, Florida 33401

Adi Rappoport
Adi Rappoport, Incorporator
Date: March 28, 2008

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