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FLORIDA NON-PROFIT CORPORATION

The Alvah H. and Wylene P. Chapman Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
THE ALVAH H. AND WYLINE P.
CHAPMAN FOUNDATION, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a not for profit corporation in accordance with the laws of the State of Florida and in particular Chapter 617 of the Florida Statutes.

ARTICLE 1

Name and Address

The name of this corporation (the "Corporation") shall be:

THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.

The principal place of business and the mailing address of the Corporation shall be 700 Brickell Avenue, 10th Floor, Miami, Florida 33131, which office may be changed from time to time by action of the Board of Directors.

ARTICLE 2

Purposes

(a) This Corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this Corporation to make distributions of income to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States revenue law, and to take any other action which, from time to time, shall seem expedient to the Directors of this Corporation and which shall further the said purposes.

(b) To do all acts and things requisite, necessary, proper, and desirable to carry out and further the objectives for which the Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the State of Florida applicable to corporations of this character, including, but not limited to, the powers described in Section 617.0302 of the Florida Statutes, as amended, subject however to the requirements of any other applicable law and the other limitations provided in these Articles of Incorporation, or in the Corporation's Bylaws.

(((H03000247314 5)))

ARTICLES OF INCORPORATION OF
THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.

PAGE 2

ARTICLE 3

Prohibited Powers

(a) No part of the net earnings of this Corporation shall inure to the benefit of any Director, officer of this Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this Corporation affecting one or more of its purposes), and no Director or officer of this Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this Corporation. No substantial part of the 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) Notwithstanding any other provisions of these Articles of Incorporation, or in the Corporation's Bylaws, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(c) This Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(d) Notwithstanding any other provision of these Articles of Incorporation, all of this Corporation's income for each of its taxable years shall be distributed at such time and in such manner as will not subject this Corporation to tax under Section 4942 of the Code.

(e) Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not, during the period in which this Corporation is a "private foundation," as defined under Section 509 of the Code:

(1) Engage in any act of self-dealing (as defined in Section 4941(d) of the Code);

(((H03000247314 5)))

**ARTICLES OF INCORPORATION OF
THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.**

PAGE 3

(2) Retain any excess business holdings (as defined in Section 4943(c) of the Code);

(3) Make any investments in such manner as to subject this Corporation to tax under Section 4944 of the Code;

(4) Make any taxable expenditures (as defined in Section 4945(d) of the Code); or

(5) Fail to distribute, in accordance with the purposes specified in these Articles of Incorporation, for each taxable year, amounts sufficient to avoid liability for the tax imposed under Section 4942(a) of the Code.

ARTICLE 4

Powers

(a) This Corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific, and educational purposes for which this Corporation is organized. Payments from and distributions of the corporate assets shall be made in furtherance of said purposes only, but donations, gifts, and grants may be made to other nonprofit corporations, foundations, associations, and organizations at any time existing or operated exclusively for said purposes, whether within or without the State of Florida.

(b) Subject to the restrictions and limitations set forth in Articles 2 and 3, the Corporation shall have and may exercise all powers, rights, and authorities as are now or may hereafter be granted to corporations not for profit organized under the laws of the State of Florida.

ARTICLE 5

Members

The Corporation shall have one class of members. Membership shall be limited to persons who are appointed by the Board of Directors to be members of the Corporation and who otherwise comply with the requirements of the Bylaws of the Corporation. The rights of such members shall be as set forth in the Bylaws. The method of electing the Board of Directors and the number of Directors comprising said Board shall be specified in the Bylaws. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted, as set forth in the Bylaws.

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**ARTICLES OF INCORPORATION OF
THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.**

PAGE 4

ARTICLE 6

Duration

This Corporation shall have perpetual existence.

ARTICLE 7

Registered Office and Registered Agent

The initial registered office of this Corporation shall be located at 1201 Hays Street, Tallahassee, FL 32301, and the initial registered agent of this Corporation at such office shall be Corporation Service Company. This Corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 8

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Lee Benton Saylor	1001 North U.S. Highway One Suite 702 Jupiter, Florida 33477

ARTICLE 9

Officers and Directors

(a) The business affairs of the Corporation shall be managed by the Board of Directors and by officers who shall be elected by the Board of Directors. The Corporation shall initially have six (6) Directors. The Directors shall be elected as provided in the Corporation's Bylaws. The duties of the respective officers and the manner of filling vacancies in the offices of this Corporation shall be as provided in the Bylaws.

((H03000247314 5)))

(((H03000247314 5)))

**ARTICLES OF INCORPORATION OF
THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.**

PAGE 5

(b) The name and address of each person who is to serve as an initial director until death, resignation, or removal, or the election or appointment and qualification of the successor, is as follows:

<u>Name</u>	<u>Address</u>
Alvah H. Chapman, Jr.	1690 S. Bayshore Lane Miami, FL 33133
Chris Chapman Hilton	4741 Coconut Palm Circle NE St. Petersburg, Florida 33703-3145
Alan Page Saylor	1909 Tanglewood Dr. NE St. Petersburg, FL 33702
Lee Benton Saylor	1001 North U.S. Highway One Suite 702 Jupiter, Florida 33477
Van Chapman Saylor	7430 18 th Street NE St. Petersburg, Florida 33702
Dale C. Webb	2645 S. Bayshore Dr., #1902 Miami, Florida 33133

(c) The number of Directors may be changed from time to time, by amendment to the Bylaws, but shall never be fewer than three (3).

ARTICLE 10

Dissolution

This Corporation shall be dissolved: (i) if all members of the Corporation are deceased or (ii) by the vote of a majority of the members and two-thirds (2/3) of the Directors in favor of such dissolution. Upon the dissolution of the Corporation, the Board of Directors shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer, or conveyance by reason of dissolution, shall

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**ARTICLES OF INCORPORATION OF
THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.**

PAGE 6

distribute all of the assets of the Corporation exclusively for the purposes of the Corporation, to one or more organization(s) organized exclusively for charitable purposes and previously supported by the Corporation, as the Board of Directors shall determine; provided, however, that any organizations to which assets are distributed pursuant to this Article shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code, and none of the assets will be distributed to any member, officer, or Director of the Corporation.

ARTICLE 11

Bylaws

The power to adopt the Bylaws of this Corporation, to alter, amend or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors of this Corporation, except as otherwise provided under Article XIII of the Bylaws.

ARTICLE 12

Amendment of Articles of Incorporation

This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.


LEE BENTON SAYLER

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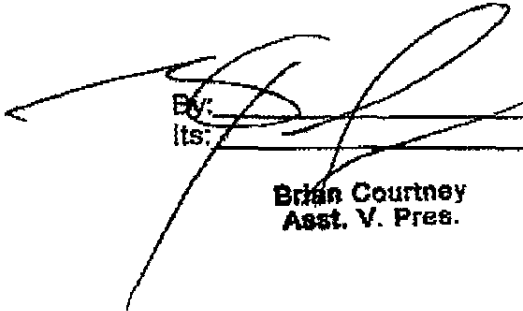
THE ALVAH H. AND WYLINE P. CHAPMAN FOUNDATION, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, CORPORATION SERVICE COMPANY, having been named as registered agent to accept service of process for the above-named Corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under applicable law.

DATED this 25th day of July, 2003.

CORPORATION SERVICE COMPANY

By: 
Its: _____

**Brian Courtney
Asst. V. Pres.**

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