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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
LAS PLAYAS FOUNDATION, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** LAS PLAYAS FOUNDATION, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** DAVID L. SWILLEY, ESQ.  
Name (Printed or typed)

717 S. WHITE STATION RD., SUITE ONE  
Address

MEMPHIS, TN 38117  
City, State & Zip

901-498-6826  
Daytime Telephone number

dswilley@williamsmdaniel.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be: LAS PLAYAS FOUNDATION, INC.

**ARTICLE II PRINCIPAL OFFICE**

Principal <u>street</u> address:	Mailing address, if different is:
<u>134 GRAYTON TRAILS RD</u>	<u>SAME AS PRINCIPAL ADDRESS</u>
<u>SANTA ROSA BEACH, FL 32459</u>	

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: (SEE ATTACHMENT FOR COMPLETE SUPPLEMENTAL PROVISIONS;  
THIS ORGANIZATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, RELIGIOUS, EDUCATIONAL AND  
SCIENTIFIC PURPOSES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, AND/OR ANY  
CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.  
ADDITIONAL PROVISIONS STRICTLY PROHIBITING PRIVATE INUREMENT, PROHIBITING LOBBYING AND/OR  
POLITICAL ACTIVITY, AND REQUIRING CHARITABLE DISTRIBUTION OF ASSETS UPON DISSOLUTION ARE  
CONTAINED IN THE SUPPLEMENTAL PROVISIONS (ATTACHED).

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed: BYLAWS

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: <u>S. DRAKE MARTIN, JR.</u>	Name and Title: <u>WILLIAM A. BUZZETT, DIRECTOR</u>
Address: <u>PRESIDENT/DIRECTOR</u>	Address: <u>11 BANFILL STREET</u>
<u>134 GRAYTON TRAILS RD</u>	<u>SANTA ROSA BEACH, FL 32459</u>
<u>SANTA ROSA BEACH, FL 32459</u>	
Name and Title: <u>STEPHEN D. "TRIP" MARTIN, III</u>	Name and Title: <u>JOSEPH C. TANN</u>
Address: <u>SECRETARY/DIRECTOR</u>	Address: <u>TREASURER/DIRECTOR</u>
<u>134 GRAYTON TRAILS RD</u>	<u>109 MAGNOLIA STREET</u>
<u>SANTA ROSA BEACH, FL 32459</u>	<u>SANTA ROSA BEACH, FL 32459</u>
Name and Title: <u>MICHAEL C. MOORE, DIRECTOR</u>	Name and Title: _____
Address: <u>HIDDEN OAKS COVE</u>	Address: <u>N/A</u>
<u>RIDGELAND, MS 39157</u>	

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 TALLAHASSEE, FL

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_  
 Address: \_\_\_\_\_ Address: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_  
 Address: \_\_\_\_\_ Address: \_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: S. DRAKE MARTIN, JR.  
 Address: 134 GRAYTON TRAILS RD.  
 SANTA ROSE BEACH, FL 32459

**ARTICLE VII INCORPORATOR**

The name and address of the incorporator is:

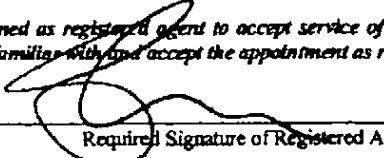
Name: DAVID L. SWILLEY, ESQ.  
 Address: 717 S. WHITE STATION RD., SUITE 0N  
 MEMPHIS, TN 38117

**ARTICLE VIII EFFECTIVE DATE:**


Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)  
 (If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

 S. DRAKE MARTIN, JR. 12/09/2019  
 Required Signature of Registered Agent Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

 DAVID L. SWILLEY 12/09/2019  
 Required Signature of Incorporator Date

**LAS PLAYAS FOUNDATION, INC., a Florida Non-Profit Corporation  
SUPPLMENTAL ATTACHMENT TO CORPORATE CHARTER  
AND ARTICLES OF INCORPORATION**

**I. PURPOSE OF FOUNDATION.** This Organization is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, and/or any corresponding section of any future federal tax code.

**II. NO PRIVATE INUREMENT, NO LOBBYING AND NO POLITICAL/LEGISLATIVE ACTIVITIES PERMITTED.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section I above. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**III. DISTRIBUTION OF FOUNDATION ASSETS UPON 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 as directed by the corporation's Board of Directors. 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.

**IV. STATEMENT AFFIRMING COMPLIANCE WITH PRIVATE FOUNDATION PROVISIONS OF INTERNAL REVENUE CODE.** The Corporation hereby affirms the following additional provisions:

A. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

E. The corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This Supplemental Attachment is hereby incorporated into the Articles of Incorporation and Corporate Charter by reference.