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WOODLIEF & RUSH, P.A.

Attorneys at Law
Reply to: Tampa

225 E. Church St.
Suite 2000
Jacksonville, Florida 32202
(904) 353-7511

February 7, 2000

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*****78.75 *****78.75

Secretary of State
Division of Corporations
The Capitol
Tallahassee, Florida 32301

Re: The Ryan Zoller Foundation, Inc.

Dear Sir:

I am enclosing a check in the amount of \$78.75 for certified copies to cover the cost of filing the enclosed Articles of Incorporation for the Ryan Zoller Foundation, Inc., a non-profit organization. Please file these Articles of Incorporation and return a certified copy to me in the enclosed, addressed envelope.

If you require additional information, please let me know.

Sincerely yours,

B.P.R.

Brian P. Rush, P.A.

BPR:jjm
Enclosures -
Zoller\corresp\SOS.001

Julie Myers GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. 7
DATE 2-17-00
DOC. EXAM WC

FILED
00FEB11 AM11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-18
WC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF RYAN ZOLLER FOUNDATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following of Articles Incorporation:

ARTICLE 1

NAME

The name of the Corporation is: RYAN ZOLLER FOUNDATION, INC.

ARTICLE 2

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Member, Trustees or Officers, except to the extent permissible under law.

ARTICLE 3

DURATION

The duration (term) of the Corporation is perpetual.

Article 4

PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

1. Provide educational programs and literature to young people that equips them to make wise decisions when confronted with today's risky behaviors and frequently difficult choices.

2. Recruit community leaders to act as mentors and role

models, as well as, offering training and support for student leaders who chose to be positive influences among their peers.

3. Offer support and coordination for the various Students Against Destructive Decisions (SADD) chapters that already operate in high schools and middle schools throughout the Tampa and the surrounding counties. Additionally, the RZF supports the establishment of SADD chapters in schools where none currently exists.

4. Award college scholarships to students who display exceptional leadership qualities and act as a positive influence among their peers.

5. Support activities for youth that are free from alcohol or drugs.

6. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donated or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

7. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 5

LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but 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 4 (Purposes) hereof.

ARTICLE 6**MEMBERS**

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name	Address
<u>YVONNE SUSAN ZOLLER</u>	<u>13149-A North Dale Mabry</u> <u>Suite 701</u> <u>Tampa, Florida 33618</u>
<u>JOHN D. VALLEJO</u>	<u>4105 W. Bank Avenue</u> <u>Tampa, Florida 33624</u>
<u>WENDI J. EDWARDS</u>	<u>Post Office Box 1002</u> <u>San Antonio, Florida 33576</u>

ARTICLE 7**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered and Principal Office of the Corporation is 13149-A North Dale Mabry, Ste 701, Tampa, Florida 33618, and the name of its initial Registered Agent at that address is YVONNE SUSAN ZOLLER.

I accept the appointment of Registered Agent for said Corporation.

ARTICLE 8**INITIAL BOARD OF TRUSTEES**

The management of the corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of

Trustees is Three. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for *ex officio* and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Name	Address
<u>YVONNE SUSAN ZOLLER</u>	<u>13149-A North Dale Mabry</u> <u>Suite 701</u> <u>Tampa, Florida 33618</u>
<u>JOHN D. VALLEJO</u>	<u>4105 W. Bank Avenue</u> <u>Tampa, Florida 33624</u>
<u>WENDI J. EDWARDS</u>	<u>Post Office Box 1002</u> <u>San Antonio, Florida 33576</u>

ARTICLE 9

OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Name	Address	Title
<u>YVONNE SUSAN ZOLLER</u>	<u>13149-A North Dale</u> <u>Mabry, Ste 701</u> <u>Tampa, Florida 33618</u>	President

JOHN D. VALLEJO 4105 W. Bank Avenue Vice President
Tampa, Florida 33624

WENDI J. EDWARDS Post Office Box 1002 Secretary
San Antonio, Florida 33576

JOHN D. VALLEJO 4105 W. Bank Avenue Treasurer
Tampa, Florida 33624

ARTICLE 10

INCORPORATORS

The name and address of each Incorporator is as follows:

Name	Address
<u>Yvonne Susan Zoller</u>	<u>13149-A North Dale Mabry</u> <u>Suite 701</u> <u>Tampa, Florida 33618</u>
<u>John D. Vallejo</u>	<u>4105 W. Bank Avenue</u> <u>Tampa, Florida 33624</u>
<u>Wendi J. Edwards</u>	<u>Post Office Box 1002</u> <u>San Antonio, Florida 33576</u>

ARTICLE 11

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE 12

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from

time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE 13

INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustee, to the full extent permitted by the laws of the State of Florida.

ARTICLE 14

BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

ARTICLE 15

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence upon receipt of filing with the Secretary of State's Office.

ARTICLE 16

NON-STOCK BASIS

This Corporation is organized on a non-stock basis. This Corporation shall not issue shares of stock.

In Witness Whereof, the undersigned have signed these Articles
of Incorporation on this 29th day of September, 1999.

Y. Susan Zoller
Registered Agent/Incorporator, YVONNE SUSAN ZOLLER

John D. Vallejo
Incorporator, JOHN D. VALLEJO

Wendi J. Edwards
Incorporator, WENDI J. EDWARDS

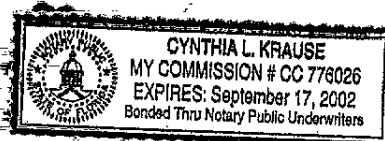
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 18th day of November, 1999 before me personally
came YVONNE SUSAN ZOLLER to me personally known (yes ☒ no ☐) or
having produced _____ as identification, and that she
duly acknowledged to me to be as described herein who executed the
foregoing instrument.

Cynthia L. Krause
NOTARY PUBLIC

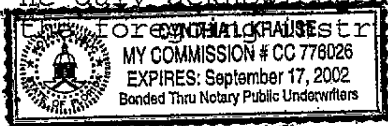
My Commission Expires:

Sept 17, 2002



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

On this 18th day of November, 1999, before me personally
came JOHN D. VALLEJO, to me personally known (yes ☒ no ☐) or
having produced _____ as identification, and that
he duly acknowledged to me to be as described herein who executed
the foregoing instrument.



Cynthia L. Krause
NOTARY PUBLIC, STATE OF FLORIDA
Printed Name Cynthia Krause

My Commission Expires

Sept 17, 2002

STATE OF FLORIDA
COUNTY OF Hillsborough

On this 29th day of September, 1999, before me personally
came WENDI J. EDWARDS, to me personally known (yes ☒ no ☐) or
having produced _____ as identification, and that
she duly acknowledged to me to be as described herein who executed
the foregoing instrument.

Pauline C. Perdomo
NOTARY PUBLIC, STATE OF FLORIDA
Printed Name: Pauline C. Perdomo

