

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

BEATRICE CONOVER FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
BEATRICE CONOVER FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME AND ADDRESS

The name of this corporation is BEATRICE CONOVER FOUNDATION, INC. The principal business address of the corporation is 119 8th Avenue, Lehigh Acres, Florida 33936.

ARTICLE II. PURPOSES

The general nature of the objects and purposes of this corporation shall be:

1. To assist teacher training colleges and universities and other educational organizations which promote the advancement of the teaching profession.
2. To assist various churches and religious organizations.
3. To assist various civic and community organizations which provide services of a charitable, literary or educational nature to the public.
4. To assist and support historical preservation societies.
5. To do any and all things necessary and appropriate in connection with the foregoing purposes and incidental thereto.
6. The corporation's purposes are hereby limited in such a manner as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as

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amended ("Code") or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Code, including private foundations and private operating foundations.

ARTICLE III. QUALIFICATIONS OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as incorporators and directors, and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall commence upon the filing of these Articles and shall exist perpetually thereafter.

ARTICLE V. INCORPORATORS

The name and address of the incorporator of these Articles are:

NAME

ADDRESS

ALAN G. CONOVER

119 8th Avenue
Lehigh Acres, Florida 33936

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time, by the Bylaws but shall never be less than three (3).

Section 2. The Board of Directors need not be members of the corporation.

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Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 4. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the corporation, are:

<u>NAME</u>	<u>ADDRESS</u>
BEATRICE W. CONOVER	119 8th Avenue Lehigh Acres, Florida 33936
ALAN G. CONOVER	119 8th Avenue Lehigh Acres, Florida 33936
SHERRIE G. CONOVER	119 8th Avenue Lehigh Acres, Florida 33936

ARTICLE VII. DESIGNATION OF REGISTERED AGENT

The initial registered agent of this corporation for the purpose of accepting service of process within this State shall be:

<u>NAME</u>	<u>ADDRESS</u>
ALAN G. CONOVER	119 8th Avenue Lehigh Acres, Florida 33936

ARTICLE VIII. MISCELLANEOUS

Section 1. No part of the net earnings or assets of the corporation shall inure to the benefit of any individual, member, director, or officer.

Section 2. The corporation shall not carry on propaganda, or otherwise act to influence legislation.

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Section 3. No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Code Section 501(c)(3), or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer, director or trustee of this corporation.

Section 4.

1. The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Code Section 4942, or the corresponding provisions of any later federal tax laws.
2. The corporation will not engage in any act of self-dealing as defined in Code Section 4941(d), or the corresponding provisions of any later federal tax laws.
3. The corporation will not retain any excess business holdings as defined in Code Section 4943(c), or the corresponding provisions of any later federal tax laws.
4. The corporation will not make any investments in a manner that would subject it to tax under Code Section 4944, or the corresponding provisions of any later federal tax laws.

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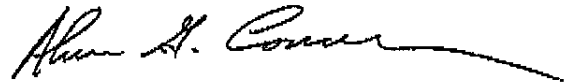
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5. The corporation will not make any taxable expenditures as defined in Code Section 4945(d), or the corresponding provisions of any later federal tax laws.

Section 5. Nothing in these Articles of Incorporation shall be construed as to be contrary to subsections (2) and (3) of Florida Statutes Section 617.0835, as amended.

Section 6. These Articles of Incorporation may be amended at any meeting of the Board of Directors by majority vote of the directors then in office.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal, this 30 day of May, 2000, for the purpose of forming this corporation not for profit under laws of the State of Florida.



ALAN G. CONOVER, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



ALAN G. CONOVER, Registered Agent

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