

JOE MIKLAS

ATTORNEY, P.A.

N000000005687

August 21, 2000

Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32314

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-08/24/00--01054--001
*****87.50 *****87.50

Re: Steven Crebbin Memorial
Scholarship Fund, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Article of Incorporation for the above-referenced not for profit corporation, together with filing fees in the amount of \$87.50.

Please return a certified copy, together with the filing certificate.

Thank you.

Very truly yours,



Pamela Babson
for Joe Miklas

/pb
Enclosures

FILED
00 AUG 24 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/8/29

Offices: Mile Marker 88.7 • Florida Keys 33070
Mail: Post Office Box 366 • Islamorada, Florida Keys 33036

Telephone: 305-852-7225 • Facsimile: 305-852-4323

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

STEVEN CREBBIN MEMORIAL SCHOLARSHIP FUND, INC.
a Florida nonprofit corporation

ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is STEVEN CREBBIN MEMORIAL SCHOLARSHIP FUND, INC. The principal office of this corporation is 22851 Southwest 217 Avenue, Homestead, Florida 33031 and the mailing address of this corporation is the same.

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of charity and education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To provide qualified individuals from the Florida Keys and South Dade areas financial assistance to pursue a degree in the science of botany, horticulture or landscape architecture at the University of Florida.

C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be five (5), provided however, that such number may be changed by a By-law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of the Directors and until the qualification of the successors in office. Annual meetings shall be held at the offices of Brown and Crebbin Design Studio, 126 Fontaine Drive, Tavernier, Florida 33070, on January 30th of each year at 7:00 p.m., or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
ROBERT CREBBIN	25851 SW 217 Ave., Homestead, FL 33031
JO ANN CREBBIN	25851 SW 217 Ave., Homestead, FL 33031
ANN NASH	173 Coconut Blvd., Tavernier, FL 33070
RICHARD BROWN	126 Fontaine Dr., Tavernier, FL 33070
JEANETTE BRANDON	94100 Overseas Highway, Tavernier, FL 33070

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
RICHARD BROWN President	126 Fontaine Dr. Tavernier, FL 33070
ROBERT CREBBIN Vice President/Treasurer	25851 SW 217 Ave. Homestead, FL 33031
JO ANN CREBBIN Vice President/Secretary	25851 SW 217 Ave. Homestead, FL 33031

ARTICLE VI EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article IV hereof.

B. 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 any candidate for public office.

C. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the By-laws for this corporation.

ARTICLE IX SUBSCRIBERS

The name and residence address of the Subscribers of this corporation is as follows:

<u>Name</u>	<u>Address</u>
ROBERT CREBBIN	25851 SW 217 Ave., Homestead, FL 33031
JO ANN CREBBIN	25851 SW 217 Ave., Homestead, FL 33031

ARTICLE X AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-laws, and any limitation set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-laws of this corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-laws.

ARTICLE XI DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 88765 Overseas Highway, Plantation Key, Florida 33070 and the name of its registered agent at said address shall be Joe Miklas.

ARTICLE XIII AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-laws of this corporation.

FILED

00 AUG 24 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 21 day of August, 2000.

WITNESSED BY:

Camela Babson
Witness

Robert D. Crebbin
Subscriber

Joe Miklas
Witness

Jo Ann Crebbin
Subscriber

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 21 day of August, 2000, by ROBERT CREBBIN and JO ANN CREBBIN who are personally known to me or who produced _____ as identification.

Camela Babson

NOTARY PUBLIC - State of Florida
Printed Name: _____

(Seal)



ACKNOWLEDGMENT OF REGISTERED AGENT:

Having been named as registered agent for the above-named corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Joe Miklas
JOE MIKLAS - Registered Agent