

# NO1000001509

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

FILED  
01 MAR -1 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Philpot Group 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  
(Additional copy  
required)

  X   \$87.50  
Filing Fee,  
Certified Copy,  
& Certificate  
(additional copy  
required)

FROM: Brian G. Philpot, Attorney  
Post Office Box 8229  
Lakeland, FL 33802-8229  
(863-) 688-7575

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\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

T. Burch MAR 6 2001

Articles of Incorporation  
of  
Philpot Group Foundation, Inc.

The undersigned hereby makes, subscribes, acknowledges and file these Articles of incorporation for the purpose of becoming a corporation not for profit under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the corporation (hereinafter called "the Corporation") shall be:  
Philpot Group Foundation, Inc.

ARTICLE II  
PURPOSES

(a) The Corporation shall be a Not-for-Profit corporation under Section 617, Florida Statutes. The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. As a means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to establish and maintain religious, educational, scientific and charitable activities and to take any other action that, from time to time, shall be deemed expedient to the Trustees of this corporation and which shall further the said purposes.

(b) It shall be within the purposes of this corporation to hold any property, or any undivided interest in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the trustees, will best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its trustees or officers except as permitted under the Not-for-Profit Corporation Law.

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

(d) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(h) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(i) Notwithstanding any other provision of this certificate, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

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(j) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE III  
OFFICE

The office of the Corporation is to be located at 124 South Florida Avenue, City of Lakeland, Polk County, Florida.

ARTICLE IV  
TERRITORY

The territory in which the operations of the Corporation are principally to be conducted is the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE V  
PERPETUAL EXISTENCE

This corporation shall commence on the date of filing these Articles and shall thereafter have perpetual existence.

ARTICLE VI  
SUBSCRIBERS

The name and post office address of the subscribers to this certificate of incorporation are:

Name	Address
Brian G. Philpot	124 S. Florida Avenue Lakeland, FL 33801
Sidney G. Philpot	124 S. Florida Avenue Lakeland, FL 33801

ARTICLE VII  
TRUSTEES

The affairs of this corporation shall be managed by a Board of Trustees. The initial Board shall consist of five (5) members. The number of trustees may be increased as needed by the bylaws, however, the number of trustees shall not consist of less than three (3) members.

A quorum for the transaction of business shall be a majority of the trustees, and the act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the trustees. Subject to the bylaws of this corporation, meetings of the trustees may be held within or without the State of Florida. A majority of the Board may remove a director from office at any time with or without cause.

The names and addresses of the initial trustees until the first annual meeting of the Corporation are:

Name	Address
Cheryl K. Philpot	2002 Beacon By Way Lakeland, FL 33803

Brian G. Philpot 124 S. Florida Avenue  
Lakeland, FL 33801

Sidney G. Philpot 124 S. Florida Avenue  
Lakeland, FL 33801

Bryce J. Philpot 124 S. Florida Avenue  
Lakeland, FL 33801

ARTICLE VIII  
OFFICERS

The officers of the corporation shall consist of a president, vice president, secretary, treasurer, and such other offices as may be provided in the bylaws.

The names and addresses of the initial officers of the corporation are:

Name	Address
Cheryl K. Philpot - President	2002 Beacon By Way Lakeland, FL 33803
Sidney G. Philpot - Vice President	124 S. Florida Avenue Lakeland, FL 33801
Bryce J. Philpot - Secretary/Treasurer	124 S. Florida Avenue Lakeland, FL 33801

ARTICLE IX  
BYLAWS

The bylaws of this corporation may be amended, altered, or repealed by a majority vote of the trustees of the corporation.

ARTICLE X  
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. However, these Articles may be amended only by two-thirds vote of the trustees.

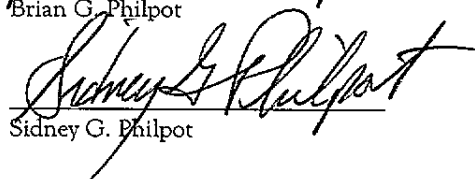
ARTICLE XI  
REGISTERED AGENT

This corporation has named BRIAN G. PHILPOT, located at 124 S. Florida Ave., Lakeland, Florida, 33801, as its agent to accept service of process within this State.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2001.



Brian G. Philpot



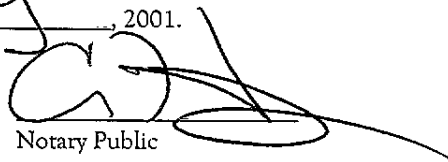
Sidney G. Philpot

STATE OF FLORIDA

COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Brian G. Philpot and Sidney G. Philpot, who are personally known to me, and who signed the foregoing Articles of Incorporation as the subscribers, and they acknowledged before me that they subscribed to that Articles of Incorporation.

WITNESS my hand and seal this 27th day of February, 2001.



Notary Public

(seal)

CHRISTIE HUGHEY  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CCT94639  
EXPIRES 2/23/2003  
NOTED THRU ASA 1-888-NOTARY1

\_\_\_\_\_  
Name Typed, Printed, or Stamped

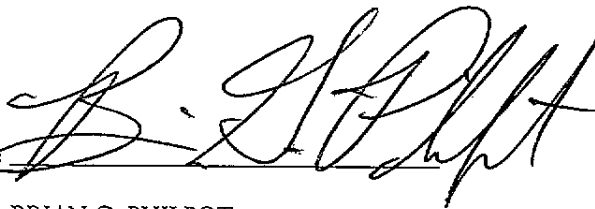
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 617, Florida Statutes, the following is submitted, in compliance with said Act:

PHILPOT GROUP FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 124 South Florida Ave., Lakeland, State of Florida, has named BRIAN G. PHILPOT, located at 124 South Florida, Ave., Lakeland, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above state corporation, at place designated in this certificate, I hereby accept to act in this capacity. I further agree to comply with the provision 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.

By: 

BRIAN G. PHILPOT  
Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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