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TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. The Dustin E. Kish Memorial Foundation, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
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☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
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☐	Reinstatement
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☐	Other

NOTICE TO AGENCY OF FILING

21 MAY -3 AM 1:12

RECEIVED
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

Examiner's Initials

J. BRYAN MAY - 3 2001

**ARTICLES OF INCORPORATION
OF
THE DUSTIN E. KISH MEMORIAL FOUNDATION, INC.
a Florida not-for-profit corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE 1
NAME**

The name of the corporation is **THE DUSTIN E. KISH MEMORIAL FOUNDATION, INC.** (the "Corporation").

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office of the Corporation is 3366 Viceroy Drive, North, Jacksonville, Florida 32257.

**ARTICLE 3
DURATION**

The term of duration of the corporation shall be perpetual.

**ARTICLE 4
PURPOSES, LIMITATIONS AND DISSOLUTIONS**

Section 3.1 Purposes. The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code"), and the primary purpose of the Corporation is to encourage excellence in academic and personal development through financial and other assistance, including but not limited to educational scholarship and mentoring programs for eligible individuals.

Section 3.2 Limitations. 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 3.1 of this Article. 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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.3 Dissolution. Upon the dissolution of the Corporation, the Board of Trustees shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation exclusively for the purposes of the Corporation, to such organization or organizations organized and operated exclusively for charitable and/or educational purposes and having its or their principal place of business in Duval County, Florida, as the Board of Trustees shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE 5

POWERS

Subject to the restrictions and limitations set forth in Article 3, the Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations, and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; or acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein; to sell, convey, mortgage, grant security interest in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets: to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests, in or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loans or invested; to make donations for the public welfare or for charitable, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including the power to make guaranties when deemed by the Board of Trustees to be in furtherance of such purposes or purposes.

ARTICLE 6
MEMBERSHIP

Section 6.1 Nonstock Basis. The Corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership.

Section 6.2 Members. The members of the Corporation shall be those persons who shall from time to time constitute the Board of Trustees of the Corporation.

Section 6.3 No Voting Rights Members of the Corporation, as such, shall have no voting rights.

ARTICLE 7
BOARD OF TRUSTEES

Section 7.1 Board of Trustees. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Trustees, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

Section 7.2 Number and Election. The number of trustees constituting the initial Board of Trustees is seven (7). The number of trustees may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than seven (7) nor more than nine (9); provided, however, that the upper range may be increased or decreased from time to time by amendment to these Bylaws and the actual number from time to time within such range shall be determined by resolution of the Board of Trustees. The trustees, including any ex officio trustees who may be provided for in the bylaws of the Corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the Bylaws of the Corporation.

Section 7.3 Trustees. The name and address of each person who is to serve as a trustee until his or her death, resignation or removal, or the election or appointment and qualification of the successor, is as follows:

<u>Name</u>	<u>Address</u>
Richard J. Kish	3366 Viceroy Drive, N. Jacksonville, FL 32257
Rose Mary Kish	3366 Viceroy Drive, N Jacksonville, FL 32257
Melissa L. Kish	12311 Kensington Lakes Dr., #2201 Jacksonville, FL 32246
Ernesto Perez	3360 South Pickwick Drive Jacksonville, FL 32257

Jerry S. Hovis, CPA

11075 River Creek Drive, E
Jacksonville, FL 32223

Rev. James Rigdon

12021 Arbor Lakes Drive
Jacksonville, Florida 32275

Donna Calvin

5431 Otters Run Lane
Jacksonville, FL 32257

ARTICLE 8 **INDEMNIFICATION**

Subject to the Bylaws, the Board of Trustees is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the full extent permitted by law.

ARTICLE 9 **BYLAWS**

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed only by the approval of two-thirds (2/3) of the members of the Board of Trustees of the Corporation.

ARTICLE 10 **AMENDMENTS**

These Articles of Incorporation may be amended only by the Board of Trustees of the Corporation.

ARTICLE 11 **REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 3366 Viceroy Drive, N., Jacksonville, Florida 32257, and the name of its initial registered agent at such address is Richard J. Kish.

ARTICLE 12
INCORPORATOR

The name and street address of the incorporator of the Corporation is:

Stephen G. Prom, Esquire

50 N. Laura Street, Suite 3100
Jacksonville, FL 32202

THE UNDERSIGNED, being the original incorporator hereinafter named for the purpose of forming a Corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this 3rd day of May, 2001.



STEPHEN G. PROM, Incorporator

**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

FILED
01 MAY -3 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That THE DUSTIN E. KISH MEMORIAL FOUNDATION, INC., a Corporation duly organized and existing under the laws of the State of Florida, with its registered office being at 3366 Viceroy Drive, N, Jacksonville, FL 32257, County of Duval, State of Florida, has named Richard J. Kish as its registered agent to accept service of process within this state.

5/3/01
Date

Stephen G. Prom
Stephen G. Prom, Incorporator

ACCEPTANCE

Having been named to accept service of process from the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.

REGISTERED AGENT:

4/30/01
Date

Richard J. Kish
Richard J. Kish

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30th day of April, 2001, by Richard J. Kish, as Registered Agent of The Dustin E. Kish Memorial Foundation, Inc., a Florida corporation not-for-profit, who is personally known to me or has produced the driver's License as identification.

Hilde V. Howell
Notary Public, State of Florida
Print Name: Hilde V. Howell
Commission No.: _____
Commission expires: _____

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