

# NO1000003692

Belinda Takach France, P.A.

Requestor's Name

703 E. Tennessee St.

Address

Tallahassee, FL 32308

850-224-1040

City/State/Zip

Phone #

Office Use Only

FILED  
01 MAY 29 PM 3:50  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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

1. The Robert G. and Gail F. Knight Scholarship Foundation, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

80000432658--6

-05/30/01--01002--001

\*\*\*\*\*78.75 \*\*\*\*\*78.75

☒ Walk in

Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out

☒ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

TO BE FILED WITH  
SUFFICIENCY OF FILING

2001 MAY 29 PM 3:19

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
THE ROBERT G. AND GAIL F. KNIGHT  
SCHOLARSHIP FOUNDATION, INC.**

**FILED**  
01 MAY 29 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I. NAME AND ADDRESS**

The name and principal address of the Corporation is:

**THE ROBERT G. AND GAIL F. KNIGHT SCHOLARSHIP FOUNDATION, INC.**  
1975 Commonwealth Lane  
Tallahassee, FL 32303

**ARTICLE II. 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 Directors or Officers, except to the extent permissible under law.

**ARTICLE III. DURATION**

The duration (term) of the Corporation is perpetual.

**ARTICLE IV. PURPOSES**

The Corporation is organized, and shall be operated exclusively for charitable, scientific and education purposes, including but not limited to:

- A. Assisting students who are planning to attend or currently attending a two year or four year college or university in achieving their education goals by providing scholarships to worthy students who have shown excellence in academics, activities and service.
- B. To exercise all rights and powers conferred by the laws of the State of

Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: 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, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

- C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.
- C. To do any such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### **ARTICLE V. LIMITATION**

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its Directors 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 IV (Purposes) hereof.

#### **ARTICLE VI. NO MEMBERS**

The corporation shall not have members and shall not issue membership certificates.

#### **ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 703 E. Tennessee St., Tallahassee, FL 32309, and the name of its initial Registered Agent at that address is Belinda T. France.

#### **ARTICLE VIII. 501(c)(3) PROVISIONS**

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. 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 directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. §501(c)(3)

(referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. §501(c)(3).

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. §501(a) as an organization described in 26 U.S.C.A. §501(c)(3). These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. §501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

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 of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted.

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in

accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. §170(c)(1) or 26 U.S.C.A. §170(c)(2)(B) and is described in 26 U.S.C.A. §509(a)(1), (2) or (3).

#### **ARTICLE IX. INITIAL BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is 11. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Board shall elect the Directors annually. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The Bylaws may provide for *ex officio* and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Robert G. Knight	1975 Commonwealth Lane Tallahassee, FL 32303
Gail F. Knight	1975 Commonwealth Lane Tallahassee, FL 32303
Anne Munson	1975 Commonwealth Lane Tallahassee, FL 32303
Beth Newnam	1975 Commonwealth Lane Tallahassee, FL 32303
Bobbie Daniels	1975 Commonwealth Lane Tallahassee, FL 32303
Jennifer Fitzgerald	1975 Commonwealth Lane Tallahassee, FL 32303
Michelle Jagers	1975 Commonwealth Lane Tallahassee, FL 32303
Virginia Sawyer	1975 Commonwealth Lane Tallahassee, FL 32303
Dan Murphy	1975 Commonwealth Lane

Edwin Knight	Tallahassee, FL 32303 1975 Commonwealth Lane Tallahassee, FL 32303
John Fitzgerald	1975 Commonwealth Lane Tallahassee, FL 32303

#### **ARTICLE X. OFFICERS**

The Officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by a majority vote of the Board of Directors (and may be removed by a majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

#### **ARTICLE XI. INCORPORATION**

The name and address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Gail F. Knight	1975 Commonwealth Lane Tallahassee, FL 32303
Robert G. Knight	1975 Commonwealth Lane Tallahassee, FL 32303

#### **ARTICLE XII. BYLAWS**

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

#### **ARTICLE XIII. AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them. 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 XIV. INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

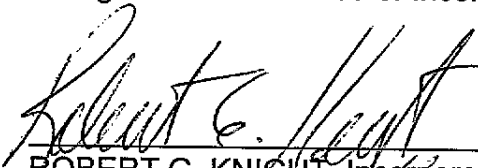
#### **ARTICLE XV. COMMENCEMENT OF CORPORATE EXISTENCE**


In accordance with the law of the State of Florida, the date when corporate existence shall commence is the date of acknowledgment of these Articles of Incorporation.

#### **ARTICLE XVI. NONSTOCK BASIS**

This Corporation is organized on a nonstock 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 May, 2001.

  
\_\_\_\_\_  
ROBERT G. KNIGHT, Incorporator

  
\_\_\_\_\_  
GAIL F. KNIGHT, Incorporator

State of Florida    }  
County of Leon    }

Before me personally appeared Robert G. Knight and Gail F. Knight, who are both personally known to me or who each produced \_\_\_\_\_ as identification, who executed the foregoing instrument, and did take an oath.

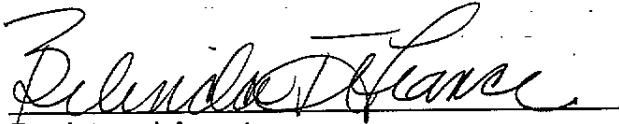
Witness my hand and official seal this 29th day of May, 2001, in the aforesaid County and State.

\_\_\_\_\_  
Name: \_\_\_\_\_  
Notary Public  
My Commission No.: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent to act in this capacity.

Dated this 29th day of May, 2001.

  
Registered Agent

**FILED**  
01 MAY 29 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA