

No 1000005906

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LAURA L. RUSSO
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FILED
01 AUG 15 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EDMUND P. RUSSO
OF COUNSEL

August 13, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

RE: Norma Gail Spencer AP English
Memorial Scholarship Fund, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above referenced matter, which Articles we shall appreciate your filing. Also enclosed please find our check in the amount of \$78.75 to cover the filing fee of \$35.00, certified copy of \$8.75, and the registered agent designation fee of \$35.00.

After the Articles have been filed, we shall appreciate your forwarding the certified copy to this office, to the attention of the undersigned.

Thank you for your assistance.

Very truly yours,



Ronald G. Baker

RGB:gf
Enclosures

D. BROWN AUG 20 2001

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**ARTICLES OF INCORPORATION
OF NORMA GAIL SPENCER AP ENGLISH MEMORIAL
SCHOLARSHIP FUND, INC.**

ARTICLE I

The name of this Corporation is "NORMA GAIL SPENCER AP ENGLISH MEMORIAL SCHOLARSHIP FUND, INC."

ARTICLE II

This Corporation is organized pursuant to Chapter 617, Florida Statutes, not for profit.

ARTICLE III

The principal place of business and mailing address of this Corporation shall be: 6467 Sunset Drive, Miami, FL 33143.

ARTICLE IV

The Corporation will not have members.

ARTICLE V

The objects and purposes of the Corporation are to provide collage scholarships and financial aid for educational purposes for graduating Seniors at Valdosta High School and who were in the AP English program.

ARTICLE VI

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall be at least three and shall be elected as provided in the Bylaws of the Corporation.

ARTICLE VII

The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of or be distributable to any director, member, or any other private individual. The Corporation shall never be authorized to engage in a regular business of one kind ordinarily carried on for profit, or in any other activity except in furtherance of the purposes stated below for which the corporation is organized.

No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, by propaganda or otherwise. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VIII

In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which the Corporation is organized and operating, or to one or more corporations, funds or foundations organized and operating exclusively for religious, charitable, scientific, literary or educational purposes, which shall be selected by the Board of Directors of the Corporation, provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code of 1986, as an organization described in Section 501(c)(3) of the Internal Revenue code of 1986, or the corresponding provisions of any subsequent law. In the event that upon the dissolution of the Corporation, the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

ARTICLE IX

If the Corporation shall during any period be treated as a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), the Corporation shall during any such period:

- (1) 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 1954 (or the corresponding provision of any future United States Internal Revenue law);
- (2) not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law);
- (3) not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law);
- (4) not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law); and
- (5) not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Article X

The name and address of the registered agent is:

Ronald G. Baker, Esquire
Russo & Baker, P.A.
2655 LeJeune Road, Suite 201
Coral Gables, FL 33134

Article XI

The name and address of the Incorporator is:

Suzanne Spencer Chaffin
6467 Sunset Drive
Miami, FL 33143

DATED this 10th day of August, 2001.

Suzanne Spencer Chaffin
SUZANNE SPENCER CHAFFIN
Incorporator

ACCEPTANCE OF REGISTERED AGENT

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

DATED this 10 day of August, 2001.

Ronald G. Baker
RONALD G. BAKER
Registered Agent

My documents/Incorporation/Norma Gail Spencer

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