

# No 10000008152

TRANSMITTAL LETTER

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

FILED  
01 NOV 15 AM 9:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Fox Pro Foundation, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

200004683432--3  
-11/15/01--01036--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Pete Theisen

Name (Printed or typed)

2155 Wood St B4

Address

Sarasota FL 34237

City, State & Zip

941 365 9439

Daytime Telephone number

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

11-19-01  
WC

# Articles of Incorporation

In Compliance with Chapter 617, F. S., (Not for Profit)

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TALLAHASSEE, FLORIDA

## *Article I Name*

The name of the corporation shall be: FoxPro Foundation, Inc.

## *Article II Principal Office*

The principal place of business and mailing address of this corporation shall be: 2155 Wood Street B 4, Sarasota, FL 34237.

## *Article III Purpose*

The purpose for which the corporation is organized is for Scientific, Educational and Charitable Purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954.; and in that connection, to create, maintain and operate a fund to: 1. Promote the Proper and Effective Use of FoxPro. 2. Encourage, Recognize, Publicize and Reward Excellence in the Teaching, Learning and Use of FoxPro. 3. Assist Experienced Workers in Maintaining Their Employability Through the Development of FoxPro Skills. 4. Cooperate with Other Scientific, Charitable and Educational Institutions in the Pursuit of Common Scientific, Educational and Charitable Purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954. To these ends the corporation may take and hold by bequest, devise, gift, grant, purchase, lease or otherwise property, real, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, or deal with the principal or the income thereof in such manner as, in the judgement of the directors, will best promote the purpose of the corporation without limitation, except as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the corporation, or any laws applicable thereto. Notwithstanding any other provision contained herein, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation, or by (b) any local or state laws applicable thereto. Notwithstanding any other provision contained herein, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income taxes under Section 501 (c) (3) of the Internal Revenue Code of 1954., or any corresponding provision of future United States Internal Revenue laws; or (b) a corporation to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or any corresponding provision of any future United States Internal Revenue law.

## *Article IV Duration*

The period of duration of the corporation shall be perpetual.

## *Article V Manner of Election*

The manner in which the directors are elected or appointed: For a one year term, by a voice vote of the members present at a membership meeting, the time and place of which shall be announced by e-mail message, at least twenty-one (21) days before the election, sent to all the members at their most recently known e-mail address. In case of a vacancy between elections, the remaining directors will appoint a member to fill the balance of the vacant term.

*Article VI Initial Directors/Officers*

The affairs of the corporation shall be managed by a Board of Directors/Officers consisting of not less than three (3) nor more than nine (9) directors, and may include officers who are not designated as directors. The initial Directors/Officers are: Pete Theisen, 2155 Wood Street B4, Sarasota FL 34237, president; Barbara King, 22 Eagles Nest, Winter Haven, FL 33881, director/vice-president; Richard F. Breheney, 11713 Phoenix Circle Tampa, FL. 33618, director/secretary; Richard Jones, 7220 Centerhill Drive, Lakeland FL 33809, director/treasurer; and Arthur Alton, 13706 Wilkes Drive, Tampa FL 33618, board member.

*Article VII Proxy*

In the event that a director is unable to attend a Board of Directors meeting he/she shall designate a proxy selected from one of the non-director officers or other directors. The form of the proxy shall include the contact phone number where the absent director may be reached during the meeting. If a director is absent from more than two Board of Directors meetings without designating a proxy that director will be deemed to have resigned his/her directorship, and the Board members shall elect a replacement director.

*Article VIII Initial Registered Agent and Street Address*

The name and Florida street address of the registered agent is James C. Fetterman, Esq.; 4521 Bee Ridge Road, Suite A; Sarasota FL 34233.

*Article IX Incorporator*

The name and address of the incorporator is: Pete Theisen, 2155 Wood Street B4, Sarasota FL 34237.

*Article X Bylaws:*

The Bylaws of the corporation shall be made, amended or rescinded by the Board of Directors, as provided in the Bylaws and only after e-mail notice of the proposed change of the Bylaws has been given to each member of the Board of Directors at least twenty-one (21) days prior to the meeting at which it is proposed to amend or rescind the Bylaws. Such actions shall obtain upon a two-thirds (2/3) vote of those Board members present at any regular or special meeting called for such purpose.

*Article XI Amendments to Articles*

These Articles of Incorporation may be amended at any regular or special meeting called for that purpose and only after e-mail notice of the proposed change of the Articles of Incorporation has been given to each member of the Board of Directors at least twenty-one (21) days prior to the meeting at which it is proposed to amend or rescind the Articles of Incorporation. Such actions shall obtain upon a two-thirds (2/3) vote of those Board members present.

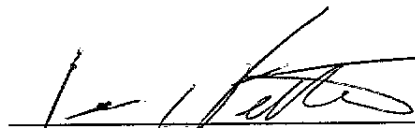
*Article XII Income and Distribution:*


No part of the income of the corporation shall inure to the benefit of any member, trustee, director, 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 of its purposes). In the event of dissolution of the corporation, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source, after payment of all debts and obligations of the corporation, shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) of the Internal Revenue Code of 1954., and Section 170 (c) (2) of the Internal Revenue Code of 1954 or any corresponding provision of any prior or future law, or to the federal, state or local government for exclusive public purpose.

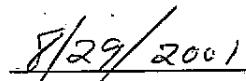
*Article XIII Prohibited Activities*

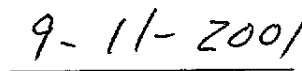
No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income taxes under Section 501 (c) (3) of the Internal Revenue Code of 1954., or any corresponding provision of future United States Internal Revenue laws; or (b) a corporation to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or any corresponding provision of any future United States Internal Revenue law.

\*\*\*\*\*  
\*\*\*\*\**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 and agree to act in this capacity.*

  
\_\_\_\_\_  
Signature/Registered Agent

  
\_\_\_\_\_  
Signature/Incorporator

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Date