

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## FLORIDA NON-PROFIT CORPORATION

Captain Don Cerbone Memorial Scholarship Fund, Inc.

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ARTICLES OF INCORPORATION  
Of

**CAPTAIN DON CERBONE MEMORIAL SCHOLARSHIP FUND, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, and we do make and subscribe the following Articles of Incorporation:

ARTICLE ONE  
NAME AND ADDRESS

The name of this corporation shall be **CAPTAIN DON CERBONE MEMORIAL SCHOLARSHIP FUND, INC.**

The address of the principal office of this corporation is: c/o Dawn Cerbone Greene, 1422 Park Beach Circle, Punta Gorda, Florida 33950; and its mailing address is: Captain Don Cerbone Memorial Scholarship Fund, Inc., P.O. Box 512536, Punta Gorda, Florida 33951-5125.

ARTICLE TWO  
PURPOSE

This is a non-profit corporation organized solely for general charitable and eleemosynary purposes pursuant to Chapter 617, Florida Statutes (2000).

(a) The specific and primary purposes for which this corporation is formed are as follows:

This corporation is a not-for-profit corporation organized to create a Scholarship Fund for the purpose of receiving assets either by lifetime gift, charitable bequest or devise and to manage those assets, and to distribute the proceeds of their management for scholarships for individuals who desire to attend either SW Florida Criminal Justice Academy of Fort Myers, Southeastern Public Safety Institute of St. Petersburg, Sarasota Criminal Justice Academy or any Florida State college, university or community college for the purpose of pursuing a career in law enforcement; and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Internal Revenue Code Section 501 subdivision (c)(3), including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the code.

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(c) This corporation shall have and exercise all rights and powers conferred on corporations not for profit under the laws of the State of Florida which are in effect at the time of filing of the Articles of Incorporation and specifically those powers set forth in Chapter 617, Florida Statutes, (2000 Supp.), provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article Two. Additionally, this corporation shall have the power to purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this corporation; and to make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

(d) No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation, and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable purposes as the board of trustees shall determine under Internal Revenue Code Section 501 subdivision (c)(3), or as the same may be amended.

(e) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt, to influence legislation.

(f) This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(g) The corporation shall not engage in any act of self dealing as defined in Section 4941 subdivision (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall not retain any excess business holdings as defined in Section 4943 subdivision (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(i) 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, or corresponding provisions of any subsequent federal tax laws.

(j) The corporation shall not make any taxable expenditures as defined in Section 4945 subdivision (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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(k) 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, or corresponding provisions of any subsequent federal tax laws.

ARTICLE THREE  
REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The registered office and the street address for the initial registered office of the corporation is as follows:

Dawn Cerbone Greene  
1422 Park Beach Circle  
Punta Gorda, Florida 33950

The name of its initial registered agent at such address is Dawn Cerbone Greene.

ARTICLE FOUR  
TERM OF CORPORATION

The term for which this corporation shall exist shall be perpetual or until the corporation shall be dissolved in accordance with the provisions of law.

ARTICLE FIVE  
QUALIFICATIONS OF MEMBERS

The qualifications of members and the manner of admitting members shall be as follows: Each individual or legal entity who is nominated by a member and who is accepted for membership by an admissions committee, appointed for that purpose by the President, shall be a member. Each member of the corporation shall be entitled to one vote at all membership meetings.

ARTICLE SIX  
SUBSCRIBERS TO CORPORATION

The names and residences of the subscribers to these Articles of Incorporation who are the incorporators are as follows:

NAME	ADDRESS
Dawn Cerbone Greene	1422 Park Beach Circle Punta Gorda, Florida 33950
Garnette Scholl	14 Tropicana Drive Punta Gorda, Florida 33950

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Leslie Ekland

1440 Appian Drive  
Punta Gorda, Florida 33950

Ellen Andreas

501 Matares Drive  
Punta Gorda, Florida 33950

ARTICLE SEVEN  
BOARD OF DIRECTORS

The affairs of the corporation are to be managed by a Board of Directors comprised of not less than three individual members of the corporation and they shall be elected by the members at the annual meeting of the corporation, the number of directors and the time and place of the election of directors to be fixed and established in the Bylaws of the corporation from time to time. The Board of Directors annually shall elect from among the membership of said Board a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as shall be established and provided for in the Bylaws.

ARTICLE EIGHT  
COMMITTEES

The Bylaws of the corporation may from time to time establish committees as well as their powers and duties. The Bylaws may further establish procedures for the election or appointment of members to the committees established therein.

ARTICLE NINE  
NAMES OF OFFICERS

The Bylaws of this corporation may from time to time establish offices of the corporation, as well as their powers and duties. The Bylaws may from time to time fix and establish procedures for elections to fill the offices established therein. The names of the officers who shall serve until the first election pursuant to these Articles of Incorporation are the following:

President	Dawn Cerbone Greene
Vice President	Garnette Scholl
Secretary	Ellen Andreas
Treasurer	Leslie Ekland

ARTICLE TEN  
NUMBER CONSTITUTING THE FIRST BOARD OF DIRECTORS

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The number of persons constituting the first Board of Directors shall be \_\_\_\_\_, and the names and residences of the persons who shall serve as directors until the first election hereunder are the following:

NAME	ADDRESS
Dawn Cerbone Greene	1422 Park Beach Circle Punta Gorda, FL 33950
Garnette Scholl	14 Tropicana Drive Punta Gorda, FL 33950
Leslie Ekland	1440 Appian Drive Punta Gorda, Florida 33950
Ellen Andreas	501 Matares Drive Punta Gorda, Florida 33950

#### ARTICLE ELEVEN BYLAWS

The Board of Directors shall have the power to make, adopt, alter, amend and rescind the Bylaws of the corporation.

#### ARTICLE TWELVE AMENDMENTS

The Board of Directors of this corporation have the power to adopt amendments to these Articles of Incorporation by a majority vote of the directors then in office subject, however, to the statutory requirement for approval by and filing with the Secretary of State of the State of Florida.

#### ARTICLE THIRTEEN DISTRIBUTION OF ASSETS ON DISSOLUTION

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. On the winding up and dissolution of this corporation, after payment of or adequate provision for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable and/or scientific purposes and which has established its tax-exempt status under Section 501, Subdivision (c)(3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the county in which this corporation's principal office is located, on petition therefor by any one of the last Board of Directors.

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We, the undersigned, constituting the incorporators of this corporation, and including all the persons named herein as the subscribers, for the purpose of forming this non-profit charitable and eleemosynary corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 13 day of MARCH 2002.

Dawn Cerbone Greene  
DAWN CERBONE GREENE

Garnette M. Scholl  
GARNETTE SCHOLL

Leslie Ekland  
LESLIE EKLAND

Ellen Andreas  
ELLEN ANDREAS

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That **CAPTAIN DON CERBONE MEMORIAL SCHOLARSHIP FUND, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Incorporation, at City of Punta Gorda, County of Charlotte, State of Florida, has named:

**DAWN CERBONE GREENE**

located at 1422 Park Beach Circle, Punta Gorda, Florida 33950 County of Charlotte, State of Florida, as its agent to accept service of process within this state.

**CAPTAIN DON CERBONE MEMORIAL SCHOLARSHIP FUND, INC.**

By: Dawn Cerbone Greene

DAWN CERBONE GREENE

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dawn Cerbone Greene  
Registered Agent

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