

FILED

02 APR 16 PM 4: 12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

-03/21/02-11129-029

*****87.50 *****87.50

S), (if known):

(Document #)

2. _____
(Corporation Name)

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(Corporation Name)

(Document #)

 Walk in

 Pick up time

☐ Certified Copy

☐ Mail out☐ Will wait

 Photocopy

Certificate of Status

AMENDMENTS

☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

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

REGISTRATION/QUALIFICATION

☐ Annual Report
☐ Fictitious Name

☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

6028755



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 4, 2002

HOOVER/STARKS
655 CHRISTOPHER ST
ST AUGUSTINE, FL 32084

SUBJECT: HOOVER/STARKS SCHOLARSHIP FUND, INC.
Ref. Number: W02000008755

We have received your document for HOOVER/STARKS SCHOLARSHIP FUND, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 202A00018618

**ARTICLES OF INCORPORATION
OF
HOOVER/STARKS SCHOLARSHIP FUND, INC.
A Florida not-for-profit corporation**

FILED

**ARTICLE 1
NAME**

The name of the corporation this Hoover/Starks Scholarship Fund, Inc.
(the "Corporation")

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE 2
DURATION**

The term of duration of the Corporation shall be perpetual.

**ARTICLE 3
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 its primary purpose is to provide Scholarships for students (high school, and/or college) seeking higher education.

Section 3.2 Limitations. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors, officers or other private persons, exception exists when the Corporation 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 part of the activities of the Corporation shall be the portrayal and use of propaganda, or otherwise attempt 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 directions 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 religious, charitable, or educational purposes and having its or their principal place of business in St. Johns County, Florida, as the board of trustees shall, at the time, qualify as an organization exempt from federal income taxation under section 501(c)(3) of the Code.

ARTICLE 4

POWERS

Subject to the restriction and limitation 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 other 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, 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 and with real 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 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 personal property as security for the payment of funds so loans or invested; to make donations for the public welfare or for religious, charitable, educational or other similar purposes; and to exercise all power to make guaranties when deemed by the board of director to be in furtherance of such purposes or purposes.

ARTICLE 5

MEMBERSHIP

Section 5.1 Nonstock Basis. The Corporation is organized upon a nonstock basis and shall not issue share of stock. A certificate of membership may evidence membership.

Section 5.2 Members. The members of the Corporation shall be those person who shall from time to time constitute the board of directors of the Corporation.

Section 5.3 Voting Rights. Members of the Corporation, as such, shall have no voting rights.

ARTICLE 6

BOARD OF DIRECTORS

Section 6.1 Board of Directors. 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 directors, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

Section 6.2 Number and Election. The number of directors constituting the initial board of directors is nine (9). The number of directors may be increases or decreased from time to time in accordance with the bylaws, but shall never be less than five (5) nor more than fifteen (15). The directors, including any ex officio directors who may be provided for in the baylaws 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 6.3 Directors. The name and address of each person who is to serve as an initial director until death, resignation or removal, or the election or appointment and qualification of the successor, is as follows:

<u>Name</u>	<u>Address</u>
1. Ronald L. Stafford	655 Christopher Street, St. Augustine Florida 32084
2. Sandra Kenon	1072 Cheyenne Drive, St. Augustine Florida 32086
3. Josephine Quarterman	854 West 7 th Street, St. Augustine Florida 32084
4. Dorothy Williams	887 West 3 rd Street, St. Augustine Florida 32084
5. Sheila A. Stafford	655 Christopher Street, St. Augustine Florida 32084

ARTICLE 7 INDEMNIFICATION

Subject to the bylaws, the board of directors is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the extent permitted by law.

ARTICLE 8 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 a majority of the directors present at the meeting at which a quorum is present.

ARTICLE 9 AMENDMENTS

Only the members of the Corporation may amend these Articles of Incorporation.

ARTICLE 10 INCORPORATORS

The names and addresses of the incorporators of the Corporation are:

1. Ronald L. Stafford, Incorporator	655 Christopher Street, St. Augustine Florida 32084
2. Sandra Kenon, Incorporator	1072 Cheyenne Drive, St. Augustine Florida 32086
3. Josephine Quarterman, Incorporator	857 West 7 th Street, St. Augustine Florida 32084
4. Dorothy Williams, Incorporator	887 West 3 rd Street, St. Augustine Florida 32084
5. Sheila A. Stafford, Incorporator	655 Christopher Street, St. Augustine Florida 32084

ARTICLE 11
CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

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

That **Hoover/Starks Scholarship Fund, Inc.**, a Corporation duly organized and existing under the laws of the State of Florida, with its registered office being at 655 Christopher Street, St. Augustine, Florida 32084, County of St. Johns, State of Florida, has named Rev. Ronald L. Stafford as its registered agent to accept service of process within this State.

THIS IS ALSO THE PRINCIPAL ADDRESS.

3/12/02 [Signature]
Date Ronald L. Stafford

3/12/02 [Signature]
Date Sandra Kenon

3/12/02 [Signature]
Date Josephine Quarterman

3/12/02 [Signature]
Date Dorothy Williams

3/12/02 [Signature]
Date Sheila A. Stafford

ACCEPTANCE

Having been named to accept service of process for 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 provision of said Florida Statutes relative to keeping open said office.

3/12/02 [Signature]
Date Rev. Ronald L. Stafford

IN WITNESS WHEREOF, the Incorporators has executed these Articles of Incorporation this

12th day of March 2002

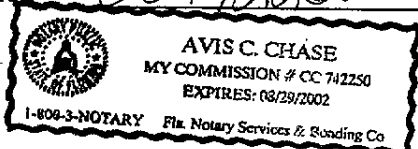
[Signature]
Rev. Ronald L. Stafford

STAT OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 12th day of March 2002, by Rev. Ronald L. Stafford, Who is personally known to me or have produced _____ as identification.

[Signature]
Notary Public State of Florida

Print Name: Avis C. Chase Commission No: CC 742250
Commission exp: August 29, 2002



ARTICLE 12 OFFICERS

Section 4.1 Officers of the Corporation. The Officers of the Corporation shall be President, Vice President, Secretary and Treasurer. The Board of Directors may designate such other officers as desired.

Section 4.2 Duties The President. The President shall be the Chief Executive Officer of the Corporation and shall, in general, supervise and control the business affairs of the Corporation. The President shall perform all duties usually incident to the office of Chief Executive Officer of the Corporation and such other duties as prescribed by the Board of Directors.

(President Ronald L. Stafford 655 Christopher Street, St. Augustine, Florida 32084)

Section 4.3 The Vice President. The Vice President shall perform the duties of the President in the absence of the President, or in the event of his inability to act. The Vice-President shall perform such additional duties as may from time to time be assigned to him by the President or Board of Directors.

(Vice President Sandra Kenon 1072 Cheyenne Drive, St. Augustine, Florida 32086)

Section 4.4 Secretary. The Secretary shall keep records and minutes of all meetings including the Board of Directors and Committee meetings. In the absence of the secretary, the Board of Directors may designate a temporary secretary to perform all duties of the Secretary incident to the Corporation.

(Secretary Dorothy Williams 887 West 3rd Street, St. Augustine, Florida 32084)

Section 4.5 Treasurer. The Treasurer shall have charge and custody of and be responsible for all the funds and security of the Corporation, and shall receive and give receipts for monies due and payable to the Corporation from any and every source and shall deposit all such monies in the name of the Corporation. In general, the Treasurer shall perform all duties incident to the office of Treasurer of the Corporation. **(Treasurer Josephine Quarterman 857 West 7th Street, St. Augustine, Florida 3208**