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Gray Harris Melbourne

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Stratoquest Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	078
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
STRATOQUEST FOUNDATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be the STRATOQUEST FOUNDATION, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are:

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The specific purposes of this Corporation shall be to raise awareness in education and assist in providing educational materials to promote educational goals for children and young adults. The Corporation will positively motivate children and adults, against all odds and disability, to focus on life's challenges which confront each individual. The Corporation will utilize StratoQuest research and provide assistance in the development of highly skilled workforce and a scientifically literate citizenry. The Corporation will encourage and develop partnerships with corporate, small businesses,

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and other employers to develop and provide career-related fields of opportunities, and to engage in such other charitable endeavors as determined by its Board of Directors from time to time.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

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The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized asset forth in Article II. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual. In addition, if this corporation is classified as a "Private Foundation" within the meaning of Section 509 of the Code, then: (a) the corporation shall cause its income for each taxable year to be distributed at such time and in such amounts so as to not subject the corporation to tax under Section 4942 of the Code; (b) the corporation shall not engage in acts of self dealing (as defined in Section 4941(d) of the Code); (c) the corporation shall not retain excess business holdings as defined in Section 4943 of the Code; (d) the corporation shall not make taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - MEMBERS

Membership shall be fixed in the By-Laws of this corporation.

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ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) persons nor more than nine (9) persons. The number of directors shall be fixed in the By-Laws of this corporation. Annual elections will be held on the 31st day of December of each year or such other date as selected by the Board of Directors. The members of the Board of Directors shall be elected by a majority vote of the Board of Directors of this corporation.

The officers of the corporation shall consist of a President, Vice President, Secretary/Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his or her election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

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ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Shanon Friedel	President
David Jones	Vice President
Catherine McGillan	Secretary

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be eight (8), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Jack A. Kirschenbaum	1800 W. Hibiscus Blvd., Suite 138 Melbourne, FL 32901
David Jones	109 East Church St., Fifth Floor Orlando, FL 32801
Joe Mitchell	800 S. Orlando Avenue, Suite 100 Maitland, FL 32751
Shanon Friedel	1930 Fairview Shores Drive Orlando, FL 32804
Mark Ackerman	314 Elm Street Allison, IA 50602
Karen Ackerman	314 Elm Street Allison, IA 50602
Catherine McGillin	314 Elm Street Allison, IA 50602
Cheryl Stearns	613 Saddlebred Lane Raeford, NC 28376

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ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at the annual meeting of the Directors or at a duly called meeting of the Directors in accordance with the By-Laws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

1800 W. Hibiscus Blvd., Suite 138
Melbourne, FL 32901

The name of the initial registered agent of this corporation shall be:

Jack A. Kirschenbaum

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ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be:

c/o Shanon Friedel
1930 Fairview Shores Drive
Orlando, Florida 32804


ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these

Articles:

Jack A. Kirschenbaum, Esquire
1800 W. Hibiscus Blvd., Suite 138
Melbourne, FL 32901

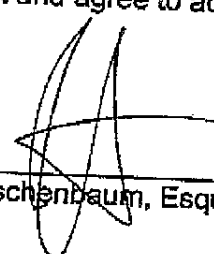
IN WITNESS WHEREOF, I have set my hand and seal this ____ day of August,
2002.



Jack A. Kirschenbaum, Esquire

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of
the STRATOQUEST FOUNDATION, INC., I hereby accept and agree to act in this
capacity.



Jack A. Kirschenbaum, Esquire