

Michael S. McDuffie

Accountant

797 North Pearl Street  
Crestview, FL 32536

Phone: (850) 682-4357

**NO20000006532**

August 12, 2002

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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-08/26/02-01032-023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

*Jim Smith*

Honorable ~~Katherine Harris~~  
Secretary of State  
Division of Corporations  
The Capitol  
Tallahassee, FL 32399-0001

EFFECTIVE DATE

Aug 20, 02

Re: Articles of Incorporation  
The Charities Foundation, Inc.

*Mr. Smith:*  
Dear ~~Ms. Harris~~:

Enclosed are the original and one copy of the Articles of Incorporation of The Charities Foundation, Inc. A check in the amount of \$78.75 is also enclosed for the cost of filing.

Thank you for your courtesy in this matter.

Sincerely,

*Michael S. McDuffie*  
Michael S. McDuffie

MSM/bl  
Enclosures

5/28/02

**ARTICLES OF INCORPORATION  
OF  
THE CHARITIES FOUNDATION, INC.**

The undersigned, acting as incorporators of a not-for-profit corporation for under the Florida General Corporation Act, Florida Statutes (F.S) Chapter 617, adopts the following Articles Incorporation for such corporation.

**ARTICLE I.**

**NAME:** The name of this corporation is **THE CHARITIES FOUNDATION** and the principal place of business and mailing address shall be 12 Chicago Avenue, Fort Walton Beach, FL 32548.

**ARTICLE II.**

**DURATION:** The corporation shall exist perpetually.

**ARTICLE III.**

**PURPOSE:** Subject to the limitations set for in Article V hereof, the purpose of the corporation is to engage in any lawful act or activity for which not-for-profit corporations may be organized under the general corporation law of Florida. This corporation is formed exclusively for charitable, religious, educational and scientific purposes which include the following:

- a) To solicit donations of valuable properties; such as (but not limited to) boats, automobiles, other motor vehicles, land collectibles, etc.; from individuals, businesses and corporations, for the purposes of auctioning and/or selling the boats, automobiles and/or other vehicles to meet the anticipated expenses necessary to care for the financial needs of the Corporation, in accordance with Chapter 496, F.S.
- b) To receive funds from the auction and/or sale of donated items, and use those funds for expenses incurred such as advertising, facility rental, selling and marketing expenses, operating expenses, program expenses, youth scholarships and other costs and expenses essential to the success of the corporation and its charitable causes.
- c) To donate the net proceeds from the auction and/or sale of the boats, automobiles and/or other motor vehicles to religious and/or charitable organizations, as may be

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designated by the donor. If the donor does not designate a religious or charitable organization, the net proceeds will be donated to one or more qualifying religious or charitable organizations, as determined by the corporation's board of directors solely and exclusively on a benevolent basis. Net proceeds are hereby defined to be the residual amount remaining after deducting all necessary expenses, including sales and marketing, operating expenses, program expenses, etc. from the gross sales proceeds from the auction or sale of the donated vehicle(s).

- d) To engage in any lawful act or activity for which non profit corporations may be organized under Florida law.

#### ARTICLE IV.

POWERS AND AUTHORITY: To accomplish the objectives and purposes of the corporation as limited above, the corporation shall have the power, subject to the limitations hereafter provided:

- a) To solicit, accept and collect pledges, donations, contributions and gifts in cash or in property, and to take and to hold by bequest, devise, gift and purchase or lease, either absolutely or in trust, for its objects and purposes of any of them, any property without limitation as to the amount, except such limitation, if any, as may be imposed by law; to sell, convey and dispose of any property and to invest and reinvest the principal thereof, and to deal with and to expend the income there from or the principal thereof for any of the corporation's objectives and purposes, without limitation, except such limitations, if any as may be contained in the instrument under which such property is received; to receive any property in trust under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, and in administering the same to carry out the directions and to exercise the powers contained in the trust instrument under which the property is received, including the expenditure of principal and income for one or more of such purposes if authorized or directed in the trust instrument under which it is received.
- b) To create and control other corporations, foundations or organizations deemed advisable to best accomplish the purposes of this corporation.
- c) To acquire by purchase, lease, contract or otherwise, any property, stocks, bonds, notes and other interests or obligations of corporations, partnerships or other business organizations.
- d) To own, hold, sell, convey, lease, and otherwise manage, contract with reference to, or dispose of all or any part of its assets on any lawful terms and conditions, and likewise to invest all proceeds and income of such assets in any type or kind of property as appears advisable and as permitted to not-for-profit corporations by law, and if deemed advisable by the board of directors, the corporation may enter into any

general, special or limited partnership as a general, special or limited partner or into any joint venture or similar agreement.

- e) To borrow money, execute notes, mortgages, trust indentures, bonds, and to enter into such other contracts as shall be deemed advisable by the board of trustees and in furtherance of the purposes of the corporation.
- f) To have and maintain such office or offices and related equipment as are necessary to administer the affairs of the corporation and to do any and all things necessary in the premises in order to effectively receive, administer, manage, operate, disburse, and control any funds and/or property of any nature which the corporation may have.
- g) To give, contribute, pay or transfer any and all funds and assets of the corporation, from time to time, as specifically allowed in these articles or under the bylaws of the corporation.

#### ARTICLE V.

**LIMITATIONS:** In fulfilling its objectives and purposes, the corporation shall be subject to the following limitations:

- a) At no time, either on dissolution or prior thereto, shall any part of the funds, assets or net earnings of the corporation inure to the benefit of any private individual (except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III), nor be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall at no time participate in or intervene in any way, including the publishing or distributing of statements, in any political campaign on behalf of any candidate for public office.
- b) If the corporation is found to be a private foundation, as that term is defined in Section 509 of the Internal Revenue Code of 1986, as amended (the "Code") or corresponding provisions of any subsequent federal tax laws (all references herein to the Code shall include reference to any successor or corresponding provisions of any subsequent federal tax laws), the corporation shall conduct its business and distribute its income as necessary 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 Code.
- c) If the corporation is found to be a private foundation, as that term is defined in Section 509 of the Code, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings, as defined in Section 4943 (c) of the Code, shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code, and shall not make any taxable expenditures, as defined in Section 4954(d) of the Code.

- d) No member, director, trustee or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- e) The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section (509)(a)(3)(A) of the Code. At no time, either on dissolution or prior thereto, shall any part of the net earnings of the corporation inure to the benefit of or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for in Article IV. No substantial part of the activities of the corporation shall be the carrying on or propaganda or otherwise attempting to influence legislation, or intervene in (including the publishing and distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section (170(c))(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### ARTICLE VI.

**STOCK:** The corporation shall not have the authority to issue capital stock. The members of the corporation shall be its directors and the conditions of membership, if any, shall be stated in the corporation's bylaws.

#### ARTICLE VII.

**INCORPORATORS:** The names and mailing addresses of the incorporators are as follows:

<u>Name</u>	<u>Mailing Address</u>
Duane D. Bottin	340 Bonita Avenue #9 Fort Walton Beach, FL 32548
William E. Carroll	47 Ferry Road NE Fort Walton Beach, FL 32548
Louis M. Beasley	2424 Palm Harbor Drive Fort Walton Beach, FL 32548

## ARTICLE VIII.

**INITIAL BOARD OF DIRECTORS:** The board of directors shall consist of not less than three members, and the names and addresses of the persons who are to serve as the initial board members are as follows:

<u>Name</u>	<u>Mailing Address</u>
Duane D. Bottin	340 Bonita Avenue #9 Fort Walton Beach, FL 32548
William E. Carroll	47 Ferry Road NE Fort Walton Beach, FL 32548
Louis M. Beasley	2424 Palm Harbor Drive Fort Walton Beach, FL 32548

## ARTICLE IX.

**INITIAL REGISTERED OFFICE:** The street address of the initial registered office of this corporation in the State of Florida is 797 North Pearl Street, Crestview, Florida 32536. The Board of Directors may from time to time, move the principal office to any other address in Florida.

## ARTICLE X.

**INITIAL REGISTERED AGENT:** The initial registered agent of this corporation is Michael S. McDuffie, whose address is 797 North Pearl Street, Crestview, Florida 32536.

## ARTICLE XI.

**PECUNIARY GAIN:** The corporation does not afford pecuniary gain, incidentally or otherwise, to its members.

## ARTICLE XII.

**ELECTION OF DIRECTORS:** The number of directors to be elected at the first meeting shall be three (3).

## ARTICLE XIII.

**BY-LAWS:** The power to adopt, alter, amend, or repeal the

by-laws shall be vested in the Board of Directors.

#### ARTICLE XIV:

DISSOLUTION: Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation by contributing the assets to any one or more other corporations, associations, entities or institutions which are wholly of a public and non-profit nature, which are organized and operated exclusively for religious, charitable, education or scientific purposes, and which shall at that time qualify as an exempt organization or organization under Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), and such contributions shall be made to such corporation, association, entity, and/or institution as may be determined by a majority of the Board of Directors. No contributor to this corporation, or any member of the family of a contributor, nor any corporation controlled by a contributor shall ever derive or receive any financial or pecuniary gain or profit from this corporation on dissolution, liquidation, winding up or otherwise.

#### ARTICLE XV:

EFFECTIVE DATE: The effective date of this corporation shall be August <sup>20</sup>~~15~~, 2002.

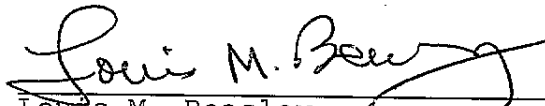
#### ARTICLE XVI:

AMENDMENTS: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors.

The undersigned, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, do make, file and record these Articles, and do certify that the facts herein stated are true, and we have accordingly hereto set our hands this 13th day of August, 2002.

  
Duane D. Bottin

  
William E. Carroll

  
Louis M. Beasley



**CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

First that **THE CHARITIES FOUNDATION, INC.**, desiring to organize or qualify under the laws of the State Florida, with its principal place of business at 797 North Pea Street, Crestview, Florida 32536, has named **Michael S. McDuffie**, as its agent to accept service of process within Florida.

Dated this 13th day of August, 2002.

  
Michael S. McDuffie

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I, **Michael S. McDuffie**, hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
Michael S. McDuffie

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