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DEC

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**WILLIAM N. ASMA, P.A.**

886 SOUTH DILLARD STREET  
WINTER GARDEN, FL 34787  
407 656-5750  
Fax: 407 656-0486

November 23, 2002

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

**RE: ARTICLES OF INCORPORATION/FILING**

Dear Madam Clerk:

Enclosed please find articles of incorporation for filing. I have enclosed a filing fee in the amount of \$78.75 for the filing of this corporation. Please forward to this office the certified copy of the articles once incorporation has occurred. If you have any questions, please feel free to call.

Sincerely,

A handwritten signature in black ink, appearing to read 'W N Asma', written in a cursive style.

William N. Asma

wna/encl.

# **ARTICLES OF INCORPORATION OF SHADE AND FRESH WATER, INC.**

The undersigned acting as incorporator of this corporation pursuant to Chapter 617 of the Florida statutes, hereby forms a corporation **not for profit** under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

## **ARTICLE I - NAME AND ADDRESS OF CORPORATION**

The name of the corporation shall be Shade and Fresh Water, Inc. The address of the corporation shall be 315 West Tilden Street, Winter Garden, FL 34787.

## **ARTICLE II - CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general educational, religious and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

## **ARTICLE III - DURATION**

The term of existence of the corporation is perpetual.

## **ARTICLE IV - GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To provide education, support and wellness for clergy families.
- C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

## **ARTICLE V - AUTHORIZED MEMBERSHIP CERTIFICATES**

- A. This corporation shall be authorized to issue membership certificates.
- B. All membership certificates issued by the corporation shall contain a statement

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on the face thereof that it is a nonprofit corporation. If such certificates are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such certificates are restricted in the manner described in the Bylaws or any agreement between the members, and that a copy of such bylaws or agreement shall be provided to all members.

C. Except as otherwise prescribed by Florida law, each certificate shall entitle the holder thereof to one vote.

## **ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3) persons provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 215 East Bay Street, Lakeland, FL 33801 on the third Monday of November of each year or at such other place or date as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certification or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
1.) Trudy Corry Rankin	215 East Bay Street, Suite 4 Lakeland, FL 33801

- |                      |  |
|----------------------|--|
| 2.) James I. Reeher  | 315 West Tilden St.<br>Winter Garden, FL 34787             |
| 3.) Dionne Hammond   | 612 Palermo Ave.<br>Coral Gables, FL 33134                 |
| 4.) William Roughton | 1035 Lamplighter Dr.<br>Lakeland, FL 33813                 |
| 5.) Melba Whitaker   | 130 Lake Hollingsworth Dr.<br>Lakeland, FL 33801           |
| 6.) Julian Graham    | 108 Northeast 8 <sup>th</sup> Street<br>Mulberry, FL 33860 |

#### **ARTICLE VII - EARNINGS AND ACTIVITIES OF CORPORATION**

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting 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.

C. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### **ARTICLE VIII - DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or

making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE IX - MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

#### **ARTICLE X - SUBSCRIBERS**

The name and resident address of the Subscriber of this corporation is as follows:

<u>Name</u>	<u>Address</u>
William N. Asma	886 South Dillard St. Winter Garden, FL 34787

#### **ARTICLE XI - AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation must be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

#### **ARTICLE XII - DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.


#### **ARTICLE XIII - REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office shall be 886 South Dillard St., Winter Garden, FL 34787 and the name of its registered agent at said address shall be William N. Asma P. A.

#### ARTICLE XIV - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

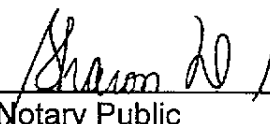

IN WITNESS WHEREOF The undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 25 day of November 2002.

  
\_\_\_\_\_  
William N. Asma

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared William N. Asma known to me to be the individual described herein and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed the said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State aforesaid this 26th day of November, 2002

  
\_\_\_\_\_  
Notary Public  Sharon D. Morgan  
My Commission CC795814  
Expires December 8, 2002

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of statutes relative to the property and complete performance of my duties.

  
\_\_\_\_\_  
WILLIAM N. ASMA P. A.

Date: 11/25/02

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