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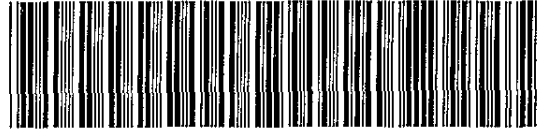
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Law Offices
W. George Allen

800 SOUTHEAST THIRD AVENUE • PENTHOUSE
FORT LAUDERDALE, FLORIDA 33316

TELEPHONE (954) 463-6681

FAX (954) 463-6685

E-MAIL: wga36@aol.com

December 20, 2002

Department of State
Division of Corporations
Corporate Records Bureau
PO Box 6327
Tallahassee, FL 32301

RE: FLORIDA SCHOLARS FOUNDATION

Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above referenced corporation, together with check in the amount of \$78.75.

Please file the original and return a certified copy to the undersigned.

Sincerely,


W. George Allen

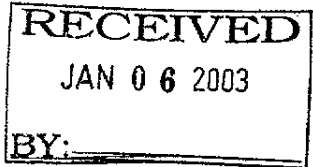
WGA/mlt
enclosures



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

January 2, 2003



W. GEORGE ALLEN, LAW OFFICES
800 SOUTHEAST THIRD AVENUE
PENTHOUSE
FORT LAUDERDALE, FL 33316

SUBJECT: FLORIDA SCHOLARS FOUNDATION
Ref. Number: W03000000032

We have received your document for FLORIDA SCHOLARS FOUNDATION. However, the document has not been filed and is being returned for the following:

fl The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors. *fl*

An effective date may be added to the Articles of Incorporation **if a 2003 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 303A00000041

Law Offices
W. George Allen

800 SOUTHEAST THIRD AVENUE • PENTHOUSE
FORT LAUDERDALE, FLORIDA 33316

TELEPHONE (954) 463-6681

FAX (954) 463-6685

E-MAIL: wga36@aol.com

January 17, 2003

Department of State
Division of Corporations
Corporate Records Bureau
PO Box 6327
Tallahassee, FL 32301

RE: FLORIDA SCHOLARS FOUNDATION, INC.

Gentlemen:

Enclosed please find original and one copy of the corrected Articles of Incorporation for the above referenced corporation, together with a copy of your letter requesting same.

Please file the original and return a certified copy to the undersigned. Thank you.

Sincerely,

W. George Allen
W. George Allen *mlt*

WGA/mlt
enclosures

ARTICLES OF INCORPORATION
OF
FLORIDA SCHOLARS FOUNDATION, INC.
A FLORIDA NON PROFIT CORPORATION

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TALLAHASSEE FLORIDA

ARTICLE I
Corporate Name

The name of this corporation is **FLORIDA SCHOLARS FOUNDATION, INC.** whose address is 800 S.E. 3rd Avenue, Penthouse, Fort Lauderdale, Florida 33316.

ARTICLE II
Corporate Nature

This is a nonprofit corporation, organized solely for educational purposes pursuant to the Florida Corporations Not For Profit law set forth in Section 617 of the Florida Statutes, to support charitable and educational undertakings by extending financial and other aid to law students at the University of Florida.

ARTICLE III
Duration

The term of existence of the corporation is perpetual.

ARTICLE IV
Management of Corporate Affairs

a) **Board of Trustees.** The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be one provided, however, that such number may be changed by a bylaw duly adopted by the members.

The first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees 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 Trustees and until the qualification of the successors in office. Annual meetings shall

be held at Gainesville, Florida on the second Saturday in July of each year at 12:00 p.m., or at such other times or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees 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 Trustees. Any certificate 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 Trustees without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the initial members of the Board of Trustees is as follows:

<u>Name</u>	<u>Address</u>
W. George Allen	777 Bayshore Drive #1104 Fort Lauderdale, Fl 33304
Betsy Pearson	771 N W 22nd Road Fort Lauderdale, Fl 33311
Monique Dennis	3301 N W 42nd Street Lauderdale Lakes, Fl 33309

b) Corporate Officers. The Board of Trustees shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Trustees to elect from time to time, initially, such officers shall be elected at the first annual meeting of the Board of Trustees.

ARTICLE V 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, trustees, 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 VI Distribution of Assets

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 Trustees shall determine. Any such assets not so disposed of shall be disposed of 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 organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII Membership

The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

ARTICLE VIII
Subscribers

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

<u>Name</u>	<u>Address</u>
W. George Allen	777 Bayshore Drive #1104 Fort Lauderdale, Fl 33304

ARTICLE IX
Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Trustees, or by following the procedure set forth therefor in the Bylaws.

ARTICLE X
Declaration of Assets

The property of this corporation is irrevocably dedicated to (religious)(educations)(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 XI
Registered Agent and Office

The address of the corporation's registered office shall be 800 S.E. 3rd Avenue, Fort Lauderdale, Florida 33316 and the name of its registered agent at said office shall be W. George Allen.

ARTICLE XII
Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

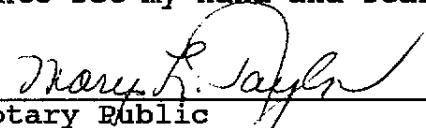
I, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 17 day of January, 2003.


W. GEORGE ALLEN

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared W. George Allen, personally known to me to be the persons who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17 day of January, 2003.


Notary Public

My Commission expires:



Mary L. Taylor
My Commission DD0269
Expires May 17 2005

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

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

First: That **FLORIDA SCHOLARS FOUNDATION** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 800 S.E. 3rd Avenue, Penthouse, Fort Lauderdale, Florida 33316, and W. George Allen as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 provisions of said Act relative to keeping open said office.



W. George Allen
Registered Agent

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TALLAHASSEE FLORIDA