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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

The Shannon Pierce Greve Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
THE SHANNON PIERCE GREVE FOUNDATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned incorporators, whose mailing addresses appear beneath their respective names, have this day associated themselves for the purpose of forming a nonprofit corporation under the laws of the State of Florida and do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation is and shall be THE SHANNON PIERCE GREVE FOUNDATION, INC.

ARTICLE II

The known place of business of this corporation shall initially be 119 Beachwood Drive, Panama City Beach, in Bay County, Florida, but it may establish other principal places of business and other offices at such other places, either within or without the State of Florida, as the Board of Directors may from time to time determine.

ARTICLE III

This corporation is organized and shall be operated as a nonprofit corporation solely and exclusively for charitable, educational and scientific purposes, and specifically for providing charitable grants in aid to needy students from Rutherford High School in Panama City, Florida.

Consistent with the foregoing purposes and subject to all other limitations, restrictions and prohibitions set forth in these Articles, this corporation shall have all the powers specified in FL Statute 617, and to do all and every thing necessary, suitable and proper for the accomplishment of the purposes or attainment of the objects hereinabove set forth either alone or in association with other individuals, corporations or partnerships, including federal, state, county and municipal bodies and authorities; and, in general, to do and perform such acts and transact such business in connection with the foregoing objects not inconsistent with law; provided, however, that the corporation shall not perform any act or transact any business that will jeopardize the tax exempt status of the corporation under Section 501(c)(3) of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended or under corresponding laws and regulations hereafter adopted.

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ARTICLE IV

No substantial part of the activities of the corporation shall be 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 or in opposition to any candidate for public office.

ARTICLE V

The corporation shall be operated in a manner that prevents it from being a private foundation within the meaning of Section 509 of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended or under corresponding laws and regulations hereafter adopted; provided, however, that in the event the objects, purposes and business of the corporation cannot be accomplished unless the corporation is operated as a private foundation, it shall not be operated in violation of the following limitations, restrictions and prohibitions:

(a) The corporation shall distribute its income 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 Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted;

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted;

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted;

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted;

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted.

ARTICLE VI

The time for the commencement of this corporation shall be the date of the filing of these Articles of Incorporation as required by law, and the term of its corporate existence shall be twenty-five (25) years thereafter, with privilege of renewal as provided by law.

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ARTICLE VII

This corporation shall be a nonprofit corporation and shall have no stock, and no dividends or pecuniary profits shall be declared or paid to the directors hereof or to any other private individual. All the earnings and property of the corporation shall be used to further the purposes and objects of the corporation as set forth in ARTICLE III. Nothing contained herein, however, shall prohibit payments by the corporation to directors or members as reasonable compensation for services rendered to the corporation.

ARTICLE VIII

The directors, officers and members of the corporation shall not be individually liable for the corporation's debts or other liabilities. The private property of such individuals shall be exempt from any corporate debts or liabilities. A director of the corporation shall not be personally liable to the corporation or its members, if any, for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its members, if any, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under [state statutes], or (iv) for any transaction from which the director derived any improper personal benefit. If [state statutes] are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by [state statutes], as so amended. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE IX

The control and management of the affairs of the corporation shall be vested in a Board of Directors of not less than three (3) persons. The names of those selected to serve as directors, beginning with the incorporation of this corporation and until the second annual meeting of the corporation or until their successors shall be elected and qualify, are:

Brandon G. Greve- 119 Beachwood Drive, Panama City Beach, FL 32413
Toni Davis- 3541 Mariner Drive, Panama City Beach, FL 32408
Audrey Pierce 5732 Harvey Street, Callaway, FL 32404

The above directors were appointed by the incorporator.
Directors shall be appointed annually by the Board of Directors.

ARTICLE X

The corporation shall not have a membership

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ARTICLE XI

No person shall possess any property right in or to the property or assets of the corporation. Upon dissolution of this corporation as provided in the Bylaws, all assets remaining after payment of any outstanding liabilities shall be distributed exclusively to charitable, religious, educational or scientific organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as such Section and regulations now exist or may hereafter be amended, or under corresponding laws and regulations hereafter adopted and which organizations have purposes and objects similar to those of the corporation, all determined in accordance with the Bylaws.

ARTICLE XII

These Articles of Incorporation may be amended as provided in the Bylaws of the corporation.

ARTICLE XIII

This corporation hereby appoints Charles S. Isler, III, 434 Magnolia Avenue, Panama City, Florida 32401, as its initial statutory agent. All notices and processes, including service of summons, may be served upon said statutory agent and, when so served, shall be lawful, personal service upon this corporation. The Board of Directors may, at any time, appoint another agent for such purpose, and filing of such other appointment shall revoke this or any other previous appointment of such agent.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto signed our names his 8th day of April, 2003.

Brandon Greve

[Handwritten signature of Brandon Greve]

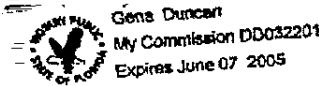
STATE OF FLORIDA
COUNTY OF BAY

On this, the 8th day of April, 2003, before me, the undersigned officer, personally appeared _____ and _____, known to me to be the persons whose names are subscribed to the foregoing instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[Handwritten signature of Gena Duncan]

My Commission Expires:



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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Under the provisions of F.S. 608.415 or 608.507, THE SHANNON PIERCE GREVE FOUNDATION, INC., submits the following statement to designate a registered office and registered agent in the state of Florida:

- 1. The name of the corporation is THE SHANNON PIERCE GREVE FOUNDATION, INC.
- 2. The name and address of the registered agent in Florida are:
 Charles S. Isler, III
 434 Magnolia Avenue
 Panama City, FL 32401.

The undersigned, being the person named in the articles of organization of THE SHANNON PIERCE GREVE FOUNDATION, INC., as the registered agent of this corporation, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Charles S. Isler, III
 Charles S. Isler, III
 Registered Agent

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