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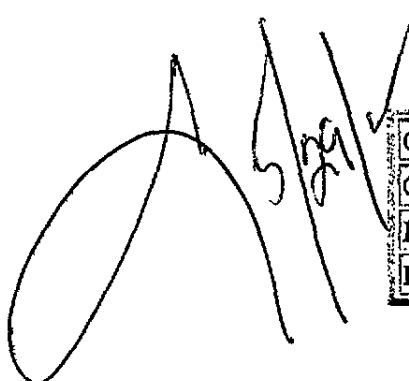
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FLORIDA NON-PROFIT CORPORATION

the morgan rose scott memorial scholarship fund, inc



Certificate of Status	0
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Page Count	10
Estimated Charge	\$78.75

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H03000203055
ARTICLES OF INCORPORATION

OF

THE MORGAN ROSE SCOTT MEMORIAL SCHOLARSHIP FUND, INC.

FILED
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TALLAHASSEE
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I, the undersigned incorporator, a natural person competent to contract, desiring the form a corporation not for profit, under the laws of the State of Florida, and in furtherance thereof, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be:

THE MORGAN ROSE SCOTT MEMORIAL SCHOLARSHIP FUND, INC.

ARTICLE II

PURPOSE AND POWERS

The purposes for which this corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

This corporation shall have such powers as are conferred upon it by Chapter 617, Florida Statutes, and to exercise those powers in the accomplishment of its objects and purposes. Without limiting the generality of the foregoing, this corporation shall have the power:

A. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

B. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.

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C. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.

D. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects and purpose of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.

E. To apply for, obtain and contract with any federal, state, or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.

F. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the not-for-profit purposes of this corporation.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any Director or Officer of this corporation or any Member of this corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no Director or Officer or any Member of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of the assets of this corporation in such manner, or to such organization or organizations organized and operated

exclusively for charitable, educational, literary, 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 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida, or such jurisdiction in which the principal office of this corporation is then located, to an organization or organizations which are organized and operated for the same purposes of this corporation.

ARTICLE III

CORPORATE EXISTENCE

This corporation shall exist perpetually commencing on the date these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE IV

INITIAL PRINCIPAL OFFICE ADDRESS

The initial address of the principal office of this corporation in the State of Florida is:

19448 West Indies Lane
Jupiter, Florida 33469

The Board of Directors shall have the power and the authority to establish branch offices of this corporation at any place in the State of Florida, or in any state, territory, or district of the United States, as the Board of Directors may deem necessary for the best interests and in furtherance of the purposes of this corporation.

ARTICLE V

INITIAL REGISTERED AGENT

The initial registered agent of this corporation and his street address are as follows:

JAMES M. PAINTER
1300 North Federal Highway, Suite 110
Boca Raton, Florida 33432

ARTICLE VI
INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

JAMES M. PAINTER
1300 North Federal Highway, Suite 110
Boca Raton, Florida 33432

ARTICLE VII
MEMBERSHIP

A. Initial Members: The names and addresses of the initial Members of this corporation are:

Jay Scott	Sharon Scott
19448 West Indies Lane	19448 West Indies Lane
Jupiter, Florida 33469	Jupiter, Florida 33469

B. Admission of Additional Members: The By-Laws of this corporation may, from time to time, impose conditions and other requirements for admission of additional Members, as well as the voting rights of such Members.

It is hereby expressly provided that in the determination of whether an individual should be entitled to membership, the Board of Directors and the Officers shall not apply any criteria in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

C. Meetings of Members: The By-Laws of this corporation shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if one-third (1/3) of the total number of Members in good standing shall be present or represented at the meeting.

ARTICLE VIII
BOARD OF DIRECTORS

A. Number and Membership: This corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws adopted by the Board of Directors of this corporation, but shall never be less than one (1). A Director need not be a Member of this corporation. A majority of the Directors in office shall constitute a quorum for the transaction of business. The By-Laws of this corporation shall provide

the manner in which Directors are elected, appointed or removed and shall provide for meetings of Directors.

B. Management by Directors: The property, operations and affairs of this corporation shall be managed by the Board of Directors who shall have the authority and the power to adopt By-Laws which shall govern the operation of the business of this corporation, and to thereafter amend same from time to time if deemed necessary.

C. Initial Board of Directors: The names and addresses of the first Board of Directors of this corporation who shall hold office until the first annual meeting of Members and until qualified successors are duly elected and have taken office shall be as follows:

<u>Name</u>	<u>Address</u>
Sharon Scott	19448 West Indies Lane, Jupiter, Florida 33469
Jay Scott	19448 West Indies Lane, Jupiter, Florida 33469
Linda Derk	8649 Rosalie Court, Boynton Beach, Florida 33437

D. Vacancies: If a Director shall for any reason cease to be a Director, the remaining Directors may elect a successor to fill the vacancy for the balance of of the retiring Director's unexpired term.

ARTICLE IX

OFFICERS

A. Officers: This corporation may have a President, a Vice President, a Secretary, and a Treasurer, and such other Officers as the Board of Directors may from time to time elect.

B. Election and Appointment of Officers: The Officers of this corporation, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. The President and Vice President shall be Directors; other Officers may or may not be Directors of this corporation. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy. The same person may hold two (2) offices, the duties of which are not incompatible.

C. First Officers: The names and addresses of the first Officers of this corporation, who shall hold office until the first annual meeting of Directors and until successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Sharon Scott	19448 West Indies Lane Jupiter, Florida 33469
Vice President	Jay Scott	19448 West Indies Lane Jupiter, Florida 33469
Secretary	Linda Derk	8649 Rosalie Court Boynton Beach, Florida 33437
Treasurer	Linda Derk	8649 Rosalie Court Boynton Beach, Florida 33437

ARTICLE X

BYLAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by a majority vote of the Board of Directors at a meeting called specifically for that purpose and after the giving of at least ten (10) days prior written notice of said meeting.

ARTICLE XI

AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of this corporation for adoption or rejection. At such meeting a vote of the Members shall be taken on the proposed amendment(s). The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of all Members entitled to vote thereon. An amendment may be adopted by a written statement (in lieu of a meeting) signed by all Directors and all Members setting forth their intention that an amendment to these Articles of Incorporation be adopted. No amendment may be made to these Articles of Incorporation which shall in any manner reduce, amend, affect or modify the tax exempt status of this corporation under Section 501(c)(3) of the Internal Revenue Code and any Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

ARTICLE XII
INDEMNIFICATION

Every Director and every Officer of this corporation shall be indemnified by this corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees through all trial and appellate levels, reasonably incurred by or imposed upon him in connection with any proceeding, arbitration, or settlement to which he may be a party or in which he may become involved, by reason of his being or having been a Director or Officer of this corporation, whether or not he is a Director or Officer at the time such expenses are incurred. Notwithstanding the foregoing, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board of Directors approves such settlement. Notwithstanding anything contained herein to the contrary, in instances where the Director or Officer admits or is adjudged guilty of willful malfeasance or willful misfeasance in the performance of his duties, the indemnification provisions contained herein shall not apply. Otherwise, the foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Director or Officer may be entitled by common law or statute.

ARTICLE XIII
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between this corporation and one or more of its Directors or Officers, or between this corporation and any other corporation, partnership, association or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorized the contract or transaction, or solely because his or her or their votes are counted for such purpose. No Director or Officer of this corporation shall incur liability by reason of the fact he or she is or may be interested in any such contract or transaction.

IN WITNESS WHEREOF, the undersigned incorporation has executed these Articles of Incorporation on this 2/5th day of May, 2003.

WITNESSES:

INCORPORATOR

Michael L. Nikolas
Witness Signature

James M. Painter
JAMES M. PAINTER

MICHAEL L. NIKOLAS
Printed Name

Martha Schieman
Witness Signature

Martha Schieman
Printed Name

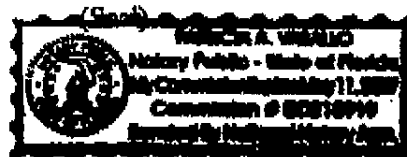
STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss:

Before me, a Notary Public in and for the State and County aforesaid, personally came JAMES M. PAINTER, who, after providing proof of his identity using a valid Florida driver's license and therefore to me known to be the person named in the foregoing instrument, acknowledged to me that he executed the same for the purpose therein expressed.

WITNESS MY HAND and official seal in the County and State last aforesaid this 2/5th day of May, 2003.

Patricia A. Vasallo
Notary Public, State of Florida
Print Name: PATRICIA A. VASALLO
Commission No.: 00210919

My commission expires:



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DESIGNATION OF REGISTERED OFFICE
AND REGISTERED AGENT
AND ACCEPTANCE THEREOF

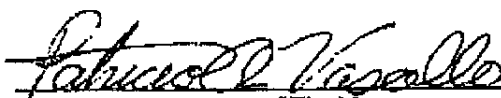
Pursuant to the provisions of Section 617.0101, Florida Statutes, the following is submitted:

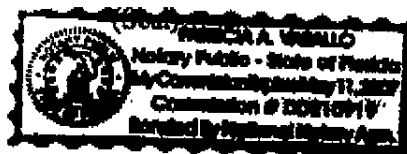
1. THE MORGAN ROSE SCOTT MEMORIAL SCHOLARSHIP FUND, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Jupiter, County of Palm Beach, State of Florida, has named JAMES M. PAINTER, 1360 North Federal Highway, Suite 110, Boca Raton, Florida 33432 as its agent to accept service of process within this State.

2. Having been named to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 617, Florida Statutes, relative to keeping said office open.


 JAMES M. PAINTER

After providing proof as to his identity by using a valid driver's license, this instrument was SWORN TO AND SUBSCRIBED before me by JAMES M. PAINTER on this 21ST day of May, 2003.


 Notary Public, State of Florida
 Print Name PATRICIA A. VASALLO
 Commission No. DD210919



My commission expires:

C:\WP51\SCOTT\ARTICLES.INC

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