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FLORIDA NON-PROFIT CORPORATION

NEW HORIZONS FOUNDATION (U.S.A.), INC.

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ARTICLES OF INCORPORATION
OF
NEW HORIZONS FOUNDATION (U.S.A.), INC.

ARTICLE I

Name

The name of the Corporation shall be;

NEW HORIZONS FOUNDATION (U.S.A.), INC.

ARTICLE II

Duration

The duration of the Corporation is perpetual.

ARTICLE III

Purpose

The purpose for which the corporation is organized is:
To raise money through public fund raising events in order to contribute monies to charitable organizations that are qualified as Code Section 501 (c) 3 charitable purposes.

ARTICLE IV

Members

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of the members of the Corporation. The bylaws may provide for Non-voting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name

Address

James R. Schipper

301 N. Cattlemen Road, Suite 205, Sarasota, FL 34232

Jean M. Kelly

301 N. Cattlemen Road, Suite 205, Sarasota, FL 34232

Beverly L. Bisher

301 N. Cattlemen Road, Suite 205, Sarasota, FL 34232

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ARTICLE V**Initial Registered Agent, Principal Office and Mailing Address**

The initial registered agent is James R. Schipper, and the initial registered office is: 301 N. Cattlemen Road, Suite 205, Sarasota, FL 34232. The principal office and mailing address of the Corporation is: 301 N. Cattlemen Road, Suite 205, Sarasota, FL 34232

ARTICLE VI**Initial Board of Directors**

The initial Board of Directors shall have three members whose names and addresses are:

Name**Address**

James R. Schipper	301 N. Cattlemen Road, Suite 205, Sarasota, FL 34232
Jean M. Kelly	301 N. Cattlemen Road, Suite 205, Sarasota, FL 34232
Beverly L. Bisher	301 N. Cattlemen Road, Suite 205, Sarasota, FL 34232

The Board of Directors of this Corporation shall consist of not less than three (3) nor more than nineteen (19) members, the exact number of directors to be fixed from time to time by the members or the bylaws. The business and affairs of this Corporation shall be managed by the Board of Directors, who shall be elected as provided in the bylaws and who may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the members. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this Corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be members. The members of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII**Officers**

The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer. Other officers may be provided for in the bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the bylaws.

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The name and address of each initial officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President/Treasurer	James R. Schipper	301 N. Cattlemen Road, Suite 205 Sarasota, FL 34232
Vice-President	Jean M. Kelly	301 N. Cattlemen Road, Suite 205 Sarasota, FL 34232
Secretary	Beverly L. Bisher	301 N. Cattlemen Road, Suite 205 Sarasota FL 34232

ARTICLE VIII
Incorporator

The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
James R. Schipper	301 N. Cattlemen Road, Suite 205, Sarasota, FL 34232

ARTICLE IX
Nonstock basis

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

ARTICLE X
Bylaws

(a) The power to adopt the Bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the members entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the members, and the members may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs

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and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI
Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the Board of Directors of this Corporation present at any meeting duly called and convened; provided, however, that unless ten days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each Director prior to such meeting, or such notice shall have been waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the Directors present at such meeting.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals to these Articles of Incorporation on this 18th day of September, 2003.


JAMES R. SCHIPPER
INCORPORATOR

I, JAMES R. SCHIPPER, hereby am familiar with the obligations and accept, the duties and responsibilities as Registered Agent for NEW HORIZONS FOUNDATION (U.S.A.), INC., a Florida not-for-profit corporation.


JAMES R. SCHIPPER
REGISTERED AGENT

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