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**FILED**  
**03 OCT 31 PM 12:08**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**



# THE LAW OFFICES OF THOMAS W. DEANS, P.A.

Attorney and Counselor at Law

THOMAS W. DEANS, ESQ.  
47 W. NEW HAVEN AVENUE  
SUITE 200  
MELBOURNE, FLORIDA 32901  
PHONE (321) 728-2311  
FAX (321) 728-2115

October 28, 2003

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

RE: EDUQUILTERS, INC.

Dear Sirs:

Enclosed please find the original Articles of Incorporation for Eduquilters, Inc., a non-profit entity. Please file the articles. Enclosed please find my check for the following:

Non-Profit Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy	\$ 8.75
<b>TOTAL</b>	<b>\$78.75</b>

If you should require anything further please contact me at (321) 728-2311.

Very truly yours,

THOMAS W. DEANS

TWD/jdv  
Encls.

ARTICLES OF INCORPORATION  
OF  
EDUQUILTERS, INC.  
A Corporation Not for Profit

FILED  
03 OCT 31 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of incorporation, persons competent to contract hereby form a corporation not for profit under the laws of the State of Florida.

Article I. NAME

The name of the Corporation is EDUQUILTERS, INC.

Article II. NOT FOR PROFIT

The Corporation is a corporation not-for-profit as defined in Chapter 617, Florida Statutes, in that it is not formed for pecuniary profit and no part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under the law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (hereinafter "Code").

Article III. PURPOSES

The general nature of the objects and purposes of this corporation shall be as follows:

A. To operate exclusively for charitable, scientific, literary, educational and/or social welfare purposes within the meaning of the Internal Revenue Code of 1986, Section 501(c). In furtherance but not in limitation of these purposes, the corporation shall finance and otherwise support research, investigations, studies, seminars, discussions, the preparation of reports, and the furnishing of goods and services or advice, or any of the foregoing, to be published or made available to the extent

practicable, to the general public or to appropriate agencies or officials of Government with a view to educating, sharing and promoting the craft and traditions of quilt making.

B. To seek private, public, business, and foundation funds and other monies to support the activities and purposes of this corporation.

C. To do and engage in any kind and all lawful activities that may be incidental or reasonably necessary to any of the foregoing purposes and to have and exercise all other powers and authority now or hereafter conferred upon corporations not organized for profit under the laws of the State of Florida.

D. To have offices and promote and carry on its objectives and purposes within or without the State of Florida, in other states, and the territories or possessions of the United States.

E. This corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent this corporation from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, contributions to which are deductible for federal income tax purposes.

F. No part of the activities of this corporation shall directly consist of carrying on propaganda, or otherwise attempting, to influence legislation, nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign

on behalf of any candidate for public office; nor shall it engage in any transaction defined at the time as "prohibited" under Section 503 of the internal Revenue Code of 1986.

G. This corporation shall never be operated for the purpose of carrying on a trade or business for profit. Neither the whole nor any part or portion of the assets or net earnings of this corporation shall be used, nor shall this corporation ever be organized or operated, for purposes other than those purposes enumerated in Section 501(c)(3) of the Internal Revenue Code of 1986.

H. No compensation or payment shall ever be paid or made to any member, officer, director, trustee, creator, organizer of this corporation, or substantial contributor to it, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or insure to the benefit of any member or private individual within the meaning of Sections 501(c)(3) and 501(c)(4) of the Internal Revenue Code of 1986.

I. In the event of termination, dissolution or winding up of this corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to (and only to) one or more organization described in Section 501(c)(3) of the Internal

Revenue Code of 1986.

J. Any reference made in this Certificate of Incorporation to any provision of the Internal Revenue Code of 1986 shall be deemed to mean such provisions as now or hereafter exist, as amended, supplements, or superseded, as the case may be.

#### Article IV. QUALIFICATIONS AND LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Director or Officers, but 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 III hereof.

B. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Section 509(a)(1) or (2) of the Code, and these Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code.

C. The territory in which the corporation's operations are principally to be conducted is the United States of America; the Corporation also may conduct operations in foreign countries,

subject, however, to the laws of the State of Florida.

D. Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or (2)(B) of the Internal Revenue Code of 1986 and as described in Section 509(a)(1), (2) or(3) of said Code.

E. Any reference in these Articles to a section of the Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States Internal Revenue Code.

#### Article V. TERM

The term of the Corporation shall be perpetual.

#### Article VI. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation in the State of

Florida is located at 47 West New Haven Avenue, Suite 200, Melbourne, Florida 32901. The registered agent of the Corporation in the State of Florida at the registered office is THOMAS W. DEANS.

#### Article VII. DIRECTORS

The management of the Corporation shall be vested in a Board of Directors of not less than five Directors. The Members shall elect Directors at an annual meeting of Members. The Bylaws may provide for *ex officio* and honorary Directors and their rights and privileges. The present Directors of the Corporation are as follows:

Margie Cameron  
P.O. Box 1687  
Cocoa, FL 32923

Pam Nelson  
2501 Addington Circle  
Viera, FL 32955

Anna Belle Davis  
674 Dilido St. NE  
Palm Bay, FL 32907

Dij Pacarro  
919 Carriage Hill Rd.  
Melbourne, FL 32940

Mary deMunecas  
3280 S. Dairy Rd.  
Melbourne, FL 32904

Pat Pettinato  
990 Starling Way  
Melbourne, FL 32940

Margie Engel  
575 Highway A1A #502  
Satellite Beach, FL 32937

Louise Repath  
760 Autumn Glen Dr.  
Melbourne, FL 32940

Anne James  
401 Coconut Dr.  
Indialantic, FL 32903

Sharon Sweet  
1750 Macklin St.  
Palm Bay, FL 32907

#### Article VIII. OFFICERS

The Corporation shall have the following Officers: President, Vice President, Secretary and Treasurer. The Bylaws may provide for other Officers, Assistant Officers, and committees. Officers



shall be elected annually (and may be removed) by the Board of Directors. The present Officers of the Corporation are as follows:

President            Margie Engel  
                      575 highway A1A, #502  
                      Satellite Beach, FL 32937

Treasurer           Margie Cameron  
                      P.O. Box 1687  
                      Cocoa, FL 32923

Vice-President, Member Education  
                      Anne James  
                      401 Coconut Dr.  
                      Indialantic, FL 32903

Vice-President, Communication  
                      AnnaBelle Davis  
                      674 DiLido St. NE  
                      Palm Bay, FL 32907

Vice-President, Community Education  
                      Dij Pacarro  
                      919 Carriage Hill Rd.  
                      Melbourne, FL 32940

#### Article IX. SUBSCRIBERS

The names and addresses of the subscribers to the Articles of Incorporation are:

Thomas W. Deans  
47 West New Haven Avenue  
Suite 200  
Melbourne, Florida 32901

#### Article X. BYLAWS

The Bylaws of the Corporation are to be made and adopted by, the Directors of the Corporation and shall thereafter be altered, amended or rescinded by, the Board of Directors or by the members of the Corporation as provided in the By-Laws of the Corporation.

#### Articles XI. AMENDMENTS TO ARTICLES

These Articles of Incorporation may be repealed, modified or

amended, in whole or in part, and new additions made thereto, or new Articles adopted by:

A. The affirmative vote at a meeting of the Directors of at least eight (80) percent of the Directors, provided that written notice of the subject of such proposed action has been mailed to all Directors at their addresses appearing on the records of the Corporation at least ten (10) days in advance of said meeting, or

B. The written approval of all the Directors.

Article XII. PRINCIPAL OFFICE  
AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is: physical address is 96 Willard Street, Suite 304, Cocoa, Florida 32922 and the mailing address is 96 Willard Street, Suite 304, Cocoa, Florida 32922.

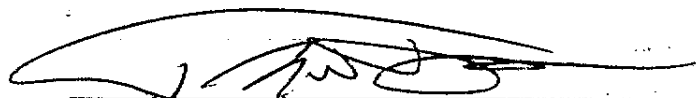
Article XIII. NON-STOCK BASIS

The Corporation is formed on a non-stock basis and shall not issue shares of stock.

Article XVI. INDEMNIFICATION

The Corporation shall indemnify its Directors, Officers, employees, and agents in accordance with provisions in the By-Laws of the Corporation.

IN WITNESS WHEREOF, we hereby set our hands and seals this 14<sup>th</sup> day of October, 2003.



THOMAS W. DEANS

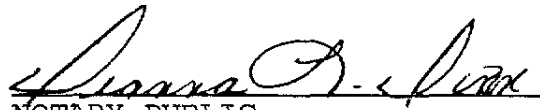
STATE OF FLORIDA  
COUNTY OF BREVARD

**BEFORE ME**, a Notary Public in and for the County and State aforesaid, personally appeared **THOMAS W. DEANS**, to me well known, or having produced \_\_\_\_\_ for identification, who after having been duly sworn and placed under oath, deposes and says that he has read the foregoing **ARTICLES OF INCORPORATION** and acknowledged before me that he executed the same for the purposes therein expressed.

**WITNESS** my hand and official seal in the County and State aforesaid this 14<sup>th</sup> day of October, 2003.



Deanna L Dixon  
My Commission DD042033  
Expires July 15, 2005

  
NOTARY PUBLIC  
Print Name Deanna L. Dixon  
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named in ARTICLE VI to accept service of process for the above stated corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said business.



THOMAS W. DEANS, ESQUIRE  
47 West New Haven Avenue  
Suite 200  
Melbourne, Florida 32901

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA