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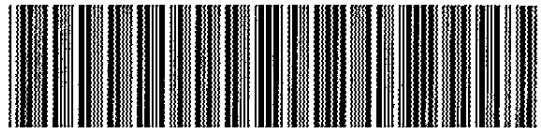
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Law Offices
Niles, Dobbins, Meeks, Raleigh & Dover LLP

P.O. BOX 11799

FORT LAUDERDALE, FLORIDA 33339-1799

(954) 565-2200

FAX (954) 565-2233

WILLARD D. DOVER
WILLIAM H. MEES
HARRY S. RALEIGH, JR.
B. ALAN DOBBINS III
CHRISTOPHER D. NILES
DONALD R. NILES, RETIRED

STREET ADDRESS:
2601 EAST OAKLAND PARK BOULEVARD
SUITE 400
FORT LAUDERDALE, FL 33306

October 27, 2003

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Armstrong Toyota and Ford Family Foundation
Our File: 03-382

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$78.75 representing the following:

Filing fee	\$ 35.00
Certified copy	\$ 8.75
Registered Agent designation	<u>\$ 35.00</u>
	\$ 78.75

If there is any question concerning this filing, please contact the undersigned.

Yours very truly,



Ruth Ann Smith, Paralegal

ras

Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 5, 2003

NILES, DOBBINS, MEEKS, RALEIGH
P. O. BOX 11799
FT. LAUDERDALE, FL 33339-1799

SUBJECT: ARMSTRONG TOYOTA AND FORD FAMILY FOUNDATION
Ref. Number: W03000032622

We have received your document for ARMSTRONG TOYOTA AND FORD FAMILY FOUNDATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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) 245-6995.

Wanda Cunningham
Document Specialist
New Filings Section

Letter Number: 603A00060291

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION OF
ARMSTRONG TOYOTA AND FORD FAMILY FOUNDATION, INC.

a Florida Not For Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is ***ARMSTRONG TOYOTA AND FORD FAMILY FOUNDATION, INC.***

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity and education, and for other charitable purposes, by the distribution of its funds for those purposes, and particularly for financial assistance to families in need, especially during holiday seasons, including educational assistance to children of such families.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate

for public office).

(d) No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution of this corporation, its assets remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the Board of Directors, which shall, at the time, qualify as a tax exempt organization under Internal Revenue Code Section 501(c)(3), or as that statute may be amended.

ARTICLE IV

A. Directors as Membership. The sole class of members of this corporation shall be its Directors.

B. Rights and Liabilities of Members. The members of this corporation shall have no right, title or interest in its income, property or assets, nor shall any portion of its income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE V

The street address of the initial registered office of the corporation is 29330 S. Dixie Highway, City of Homestead, County of Miami-Dade, State of Florida. The name of its initial registered agent at that address is David Rich.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be from 1 - 20; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on October 1, 2004, at Armstrong Toyota, 29330 S. Dixie Highway, Homestead, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at ten a.m./p.m., on the first Monday in February of each year at the principal office of the corporation, or at any other place or places designated by the Board of Directors by Resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Residential Address</u>
DAVID RICH	8270 S.W. 170 th Street Miami, Florida 33157

ARTICLE VII

The name and address of each incorporator are:

<u>Name</u>	<u>Address</u>
<u>DAVID RICH</u>	29330 S. Dixie Highway Homestead, Florida 33030

ARTICLE VIII

The Board of Directors shall elect the following officers:

President
Vice-President

Secretary
Treasurer

and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the Board of Directors. Until that election is held, the following persons shall serve as corporation officers:

<u>Name and Address</u>	<u>Corporate Title</u>
<u>DAVID RICH</u> 29330 S. Dixie Highway Homestead, Florida 33030	President

ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the 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 Directors or by following the procedure set forth in the bylaws.

ARTICLE X

The property of this corporation is irrevocably dedicated to 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, or to the benefit of any private individual.



DAVID RICH, Incorporator