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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Auburndale High School Endowment Fund, Inc.
Kandace Lynn
1 Bloodhound Trail
Auburndale, FL 33823

November 18, 2003

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

Dear Sir or Madam,

Included is the \$87.50 check for the filing fee for our not for profit corporation.

Filing fee:	\$35.00
Designation of Registered Agent:	\$35.00
Certified Copy:	\$ 8.75
Certificate of Status:	\$ 8.75

Our tax id number is 52-2404687.

Thanks for your assistance.

Kandace Lynn.

**Articles of Incorporation
Of
Auburndale High School Endowment Fund, Inc.
A Florida "Not for Profit" Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I: NAME OF CORPORATION: The name of the corporation is the Auburndale High School Endowment Fund, Inc.

ARTICLE II: PRINCIPAL OFFICE: The principal office and mailing address of the corporation is located at: 1 Bloodhound Trail, Auburndale, Florida 33823

ARTICLE III: PURPOSE: The purposes for which this corporation is formed are exclusively charitable, educational and scientific. The mission is to provide a means to enhance educational, athletic, and technological opportunities in Auburndale High School, and to provide our high school with funds to accomplish previously unattainable goals and to achieve the best available opportunities. This purpose shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV: MANNER OF ELECTION: The board of directors will consist of nine directors. **Terms and Election of Directors:** Directors shall be elected by a majority vote of the board when a quorum is present. The definition of quorum is outlined in the By-Laws. Directors shall serve terms of three years. Three Directors shall be elected at each annual meeting of the Corporation. In addition, Directors shall be elected to fill the unexpired terms of members of the board whose seats are vacated by death or resignation. In that instance where a current member of the board is elected to an office, a Director shall be elected to fill his/her unexpired term. The initial appointment of board members will be assigned staggered terms. Three members will be assigned a one year term, three members will be assigned a two year term, and the last three will be assigned a three year term. All succeeding elections will assign all new directors to three year terms.

ARTICLE V: INITIAL DIRECTORS AND OFFICERS

The names, addresses, and titles of the initial directors and officers are listed in the By-Laws of the corporation. No (member) Officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) Officers, or Directors be subject to the payment of the debts or obligations of the corporation.

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

**Mrs. Kandace Lynn
1 Bloodhound Trail
Auburndale, FL 33823**

ARTICLE VII: INCORPORATOR

**Mrs. Kandace Lynn
1 Bloodhound Trail
Auburndale, FL 33823**

501 (c)(3) LIMITATIONS

- 1. CORPORATE PURPOSES:** Notwithstanding any other provision, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 of the corresponding provision of any future United States Internal Revenue law.
- 2. EXCLUSIVITY:** The Corporation is organized exclusively for charitable, educational, athletic, and technological purposes.
- 3. NO PRIVATE INUREMENT:** The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits, or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.
- 4. LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- 5. DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501 (c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Kandace L. Lujan
Signature /Registered Agent

11-18-03
Date

Kandace L. Lujan
Signature /Incorporator

11-18-03
Date