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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

✓
1/9/04

TRANSMITTAL LETTER

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

SUBJECT: DMFS FOUNDATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Stephen T. Allison
Name (Printed or typed)
P. O. Box 2012
Address
Blairsville, Georgia 30514
City, State & Zip
(706) 745-2210
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
DMFS FOUNDATION, INC.

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03 DEC 30 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Not-for-Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE:
NAME

The name of said corporation shall be : DMFS FOUNDATION, INC.

ARTICLE TWO
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
13553 66TH Street North, Largo, Florida 33771.

ARTICLE THREE
PURPOSES

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

The specific purposes for which the corporation is organized are as follows:

- (a) To support programs to improve the dignity of people residing in areas beset by poverty, drugs and alcohol.
- (b) To support programs that carry on charitable work for the poor and lost such as:
Feed the Hungry Soup Kitchen, Food Pantry, Clothes Closet
Abused Wives and Children's Home
Housing for the Homeless and Runaways
Care for and assist handicapped individuals
Housing for those with addictive behavior
Drug and Alcohol Program.
- (c) To support the development, implementation, administration and promotion of faith based humanitarian and social service projects of an educational and charitable nature.
- (d) To support programs which raise the Economic, Educational and Social levels of underprivileged residents in targeted communities and elsewhere by providing financial assistance to developing small start-up companies; support job creation and retention efforts, support programs which assist in business creation and expansion.
- (e) To support multi-faceted community development housing programs with a service oriented design which will encourage and promote an array of target specific services that will encourage and promote an array of target specific services that will respond to the many problems confronting low to moderate income communities locally, regionally and nationally.

(f) To support programs which raise the economic, educational and social levels of the residents of Pinellas County, Florida, who are substantially unemployed, or whose income is below federal poverty guidelines; to foster and promote community-wide interest and concern for the problem of said residents to the end that (a) educational/economic opportunities and supportive services such as day care, afterschool/summer youth programs and elder care may be expanded and (b) poverty, crime, juvenile delinquency and homelessness and otherwise may be eliminated.

(g) To act as Trustee under any trust incidental to the principal objects of the church and to receive, hold, administer and expend funds and property subject to such trust.

(h) To do all those things allowed and permitted to be done under law and specifically those set forth in the Florida Not-For-Profit Corporation Code, so long as such is permitted under section 501(c)(3) of the Internal Revenue Code.

ARTICLE FOUR SPECIAL PROVISIONS

Notwithstanding any other provision of this certificate,

1. The foundation shall distribute its income for each taxable year at such time and in such manner as may be required so as not to become subject to the tax on undistributed income imposed by Sec. 4942 of the Internal Revenue Code of 1986, or to corresponding provisions of any subsequent federal tax laws.

2. The foundation shall not engage in any act of self-dealing as defined in Sec. 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

3. The foundation shall not retain any excess business holdings as defined in Sec. 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

4. The foundation shall not make any investments in such manner as to subject it to tax under Sec. 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

5. The foundation shall not make any taxable expenditures as defined in Sec. 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE FIVE MANNER OF ELECTION OF DIRECTORS (GOVERNORS)

The manner in which the directors (governors) are elected are set forth in the Bylaws.

ARTICLE SIX INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: Cindy H. Buird, 1469 Morrow Drive, Clearwater, Florida 33756.

ARTICLE SEVEN
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:
Shawn M. Buird, 3147 Dole Street, Holiday, Florida 33691.

ARTICLE EIGHT
DURATION

The period of the duration of this corporation shall be perpetual.

ARTICLE NINE
MEMBERSHIP

The membership of the foundation shall be not less than three nor more than fifteen. The eligibility for membership in the foundation will be defined in the Bylaws of the foundation consistent with the objectives and purposes of the foundation.

ARTICLE TEN
BOARD OF DIRECTORS (GOVERNORS)

The number, qualifications, election procedures, terms of officer, and duties of the Governors of the Foundation will be provided in the bylaws of the Foundation and in accordance with the Florida Not-For-Profit Corporation Code. Governors shall be selected by the membership as provided by the bylaws of the foundation for annual terms, which unless the bylaws otherwise specify, shall begin on January 1 of each year and end on December 31 of the same year.

The names and addresses of the individuals who shall serve as the initial Governors of the foundation are as follows :

Dale R. Buird, Sr.
1469 Morrow Drive
Clearwater, Florida 33756

Cindy H. Buird
1469 Morrow Drive
Clearwater, Florida 33756

Dale R. Buird, Jr.
12060 73rd Street North
Largo, Florida 33733

Shawn M. Buird
3147 Dole Street
Holiday, Florida 33691

ARTICLE ELEVEN
MANAGEMENT OF CORPORATE AFFAIRS

The affairs of the foundation shall be managed by officers elected by the Board of Governors at its annual meeting. The officers shall serve until the next annual meeting of the Board of Governors, unless removed earlier in accordance with the ByLaws.

The Board of Governors may provide for the appointment of such additional officers as they may deem for the best interest of the foundation.

Whenever the Board of Governors may so order, any two officers, the duties of which do not conflict, may be held by one person.

The officers shall perform such additional or different duties as shall from time to time be imposed or required by the Board of Governors, or as may be prescribed from time to time by the ByLaws.

The general officers of the foundation shall be the President, Vice-President, Secretary and Treasurer.

The principal duties of the President shall be to preside at all meetings of the members of the Board of Governors and to the general supervision of the foundation. He shall be the Chairman of the Board of Governors.

The principal duties of the Vice-President shall be to discharge the duties of the President in the event of the absence or disability, for any cause whatsoever, of the President.

The principal duties of the Secretary shall be to countersign all deeds, leases, and conveyances executed by the foundation, affix the seal thereto and to such other papers as shall be required or directed to be sealed, and to keep a record of the proceedings of the Board of Governors, and to safely and systematically keep all books, papers, records, and documents belonging to the foundation, or in any way pertaining to the business thereof, except the books and records incidental to the duties of the Treasurer.

The principal duties of the Treasurer shall be to keep an account of all monies, credits and property of any and every nature of the foundation which shall come into his hands, and to keep an accurate account of all monies received and disbursed and of proper vouchers for monies disbursed and to render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand and generally of all matters pertaining to his office, as shall be required by the Board of Governors.

ARTICLE TWELVE EXEMPT STATUS AND DISSOLUTION

No part of the net earning of the foundation shall insure to the benefit, or be distributable to its members, trustees, officers, or other private persons, except that the foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

No substantial part of the activities of the foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the foundation shall not carry on any other activities not permitted to be carried on (a) by a foundation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code or (b) by a foundation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future federal tax code.

Upon the dissolution of the foundation, the Board of Governors shall after paying or making provisions for the payment of all the liabilities of the foundation, dispose of all of the assets of the foundation exclusively for the purpose of the foundation, or for one or more other exempt purposes, in such manner, or to one or more organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, operated exclusively for charitable, educational, 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 of 1986 (or corresponding provision of any future federal tax code), as the Board of Governors shall determine. Any of such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE THIRTEEN:
LIABILITY

No member of DMFS FOUNDATION, INC. shall be liable for its debts nor shall any members' property be so liable. The Governors of the foundation shall be immune from liability to the foundation or its members to the fullest extent permitted by law.

ARTICLE FOURTEEN
DECLARATION OF ASSETS

The property of this foundation is irrevocably dedicated to religious, educational and charitable purposes, and no part of the net income or assets of this foundation shall ever inure to the benefit of any governor, officer, or member thereof, or to the benefit of any private individual.

ARTICLE FIFTEEN
BYLAWS

The Bylaws of DMFS FOUNDATION, INC. shall be adopted and amended by the Board of Governors.


ARTICLE SIXTEEN:
AMENDMENTS

Amendments to these Articles of Incorporation, may be proposed by a resolution adopted by the Board of Governors. After notification to the members of the Board of the proposed amendment, such amendment shall be adopted by the Board of Governors by an affirmative vote of at least two-thirds of the Governors present and voting at a meeting at which a quorum is present.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 18 day of November, 2003.


Shawn M. Buird

Having been named as the 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.


Cindy H. Buird

November 4, 2003

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03 NOV 08 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA