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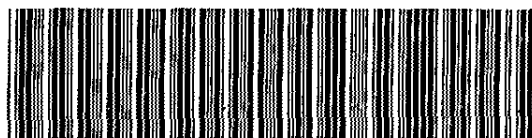
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11/10/04

TRANSMITTAL LETTER

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2003 DEC 31 AM 7:09

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: The Keith Brooking Children's 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: Timothy W Townsend
Name (Printed or typed)

1000 Mansell Exchange West, Suite 180
Address

Alpharetta GA 30022
City, State & Zip

770.640.1640
Daytime Telephone number

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

ARTICLES OF INCORPORATION OF
THE KEITH BROOKING CHILDREN'S FOUNDATION, INC.
A NONPROFIT CORPORATION

ARTICLE I. NAME

The name of the corporation is:

The Keith Brooking Children's Foundation, Inc.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act as amended.

ARTICLE III. PURPOSES

The corporation is organized exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including but not limited to youth education and distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). Subject to the foregoing, the corporation has all

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powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Florida Not For Profit Corporation Act.

ARTICLE IV. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or property of the corporation may inure to the benefit of, or be distributable to, its directors, trustees, officers, or other private persons; except that the corporation is 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. The corporation may not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation may be the carrying on of propaganda, or otherwise attempting to influence legislation, provided that the corporation may make the election provided in Section 501(h) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) and thereafter may engage in such activities to the extent an organization is permitted to do so under that section without being denied its exemption from taxation under Section 501(a) of the Internal Revenue Code.

Section 3. No Political Campaigning. The corporation may not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Irrevocable Dedication. The income and assets of the corporation are irrevocably dedicated to its exclusive purposes.

ARTICLE V. DIRECTORS

Section 1. Number. The Board of Directors must consist of not fewer than three (3) members, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time.

Section 2. Powers. The Board of Directors governs the corporation, and has all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers include, but are not limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

Section 3. Term. The term of each member of the Board of Directors is as established in the Bylaws.

Section 4. Election. Directors may be appointed and dismissed solely by Keith Brooking for so long as he remains a member of the Board of Directors; thereafter directors will be elected by the remaining Directors by a majority vote, upon the expiration of a Director's term or a vacancy for any reason (including positions created by an increase in the number of Directors). If the Board of Directors is unable to select a successor Director(s), the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located will appoint such successor(s).

Section 5. Amendment. The Board of Directors has the power to amend these Articles of Incorporation, by a majority vote of the Directors then in office, in any way not inconsistent with the laws of the State of Florida or of the United States, provided that so long as Keith Brooking remains a member of the Board of Directors no such amendment will be valid unless approved by Keith Brooking.

Section 6. Initial Directors. The initial Board of Directors consists of three members, whose names and addresses are:

Keith Brooking
4400 Falcon Parkway
Flowery Branch, Georgia 30542

Timothy W. Townsend
1000 Mansell Exchange West, Suite 180
Alpharetta, Georgia 30022

Bruce D. McKee
1000 Mansell Exchange West, Suite 180
Alpharetta, Georgia 30022

ARTICLE VI. NO MEMBERS

Section 1. No Members. The corporation does not have members.

ARTICLE VII. POWERS

Section 1. General. The corporation has all the rights and powers customary and proper for tax exempt nonprofit corporations, including the powers specifically enumerated in Section 617.302 of the Florida Code as amended.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the corporation may not carry on any activities not permitted to be carried on by a

corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

Section 3. Charitable Trusteeship Etc. The corporation is empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE VIII. DISSOLUTION

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by two-thirds vote, provided that so long as Keith Brooking remains a member of the Board of Directors no cessation, dissolution, or liquidation will be valid unless approved by Keith Brooking.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors must pay or make provision for the payment of all of the liabilities of the corporation, and thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), in such manner as the Board of Directors determines, (ii) or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as at the time qualify as an exempt organization or organizations under Section 501(c)(3), and at the time are described in Section 170(c)(2) of such Code, as the Board of Directors determines.

Section 3. Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Florida office (or if none the Florida registered office) of the corporation is then located will dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3), as said court determines.

ARTICLE IX. CONTINGENT RESTRICTIONS

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article IX applies and the corporation must: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4941 of the Internal Revenue Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Internal Revenue Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Internal Revenue Code) and subject the corporation to tax under Section 4943 of the Internal Revenue Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Internal Revenue Code) and thereby

subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Internal Revenue Code) that would subject the corporation to tax under Section 4945 of the Internal Revenue Code.

Section 2. Definition. Each reference in this Article IX to a section of the Internal Revenue Code includes the corresponding provisions of any future United States internal revenue law.

ARTICLE X. INITIAL OFFICE AND AGENT

Section 1. Registered Office. The street address of the initial registered office of the corporation is 1500 Emerald Coast Parkway, Destin, Florida 32541, and the name of its initial registered agent at that address is Elizabeth A. Sumrall.

Section 2. Principal Office. The mailing address of the initial principal office is 1500 Emerald Coast Parkway, Destin, Florida 32541.

ARTICLE XI. INCORPORATOR(S)

Section 1. Incorporator(s). The name and address of the incorporator(s), who is a citizen(s) of the United States, is:

Timothy W. Townsend
Townsend McKee, P.C.
1000 Mansell Exchange West, Suite 180
Alpharetta, Georgia 30022

IN WITNESS WHEREOF, the undersigned incorporator or attorney for and representative of the incorporator has executed these Articles of Incorporation, pursuant to the Florida Not For Profit Corporation Act.

BY: Timothy W. Townsend
Timothy W. Townsend
Townsend McKee, P.C.
1000 Mansell Exchange West, Suite 180
Alpharetta, Georgia 30022

CONSENT TO SERVE AS

REGISTERED AGENT

I hereby accept my appointment as registered agent at the registered office shown below my name for The Keith Brooking Children's Foundation, Inc. I am familiar with and accept the obligations of the position of registered agent. This consent remains effective until such time as a new registered agent is appointed.

This 26th day of December 2003

Elizabeth A. Sumrall

Elizabeth A. Sumrall
1500 Emerald Coast Parkway
Destin, Florida 32541

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