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March 18, 2004

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy** of the **Articles of Incorporation** for the following entity:

ROGER HOLLER, JR. CHARITABLE FOUNDATION, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,



Debbie Frost
Office Administrator

/dyf
Enclosures

FILED
MAR 19 2004
TALLAHASSEE, FL
CLERK OF COURT

**ARTICLES OF INCORPORATION
OF
ROGER HOLLER, JR. CHARITABLE FOUNDATION, INC.**

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

I. ARTICLE - NAME

The name of the corporation shall be the ROGER HOLLER, JR.
CHARITABLE FOUNDATION, INC.

II. ARTICLE - PURPOSES

The purposes for which the corporation is organized are:

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The specific purposes of this Corporation shall be to (i) provide scholarships to needy and underprivileged youth in the greater Central Florida area with an emphasis on children of the employees of Holler Automotive Group of Companies and Classic Automotive Group of Companies, (ii) provide aid to needy and underprivileged individuals, families, and youth in the greater Central Florida area, (iii) establish such programs and fund such activities within the greater Central Florida area to benefit and aid youth and young people in their development as responsible, productive members of the community, (iv) provide

support for other charitable corporations which qualify as exempt from Federal Income Tax within the meaning of Internal Revenue Code Section 501(c)(3), and (v) engage in such other charitable endeavors as determined by its Board of Directors from time to time.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation 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 the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

III. ARTICLE - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized as set forth in Article II. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual. In addition, if this corporation is classified as a "Private Foundation" within the meaning of Section 509 of the Code, then: (a) the corporation shall cause its income for each taxable year to be distributed at such time and in such amounts so as to not subject the corporation to tax under Section 4942 of the Code; (b) the corporation shall not engage in acts of self dealing (as defined in Section 4941(d) of the Code); (c) the corporation shall not

retain excess business holdings as defined in Section 4943 of the Code; and (d) the corporation shall not make taxable expenditures as defined in Section 4945(d) of the Code.

IV. ARTICLE - MEMBERS

This Corporation shall have no Members.

V. ARTICLE - TERM OF EXISTENCE

The corporation shall have perpetual existence.

VI. ARTICLE - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) persons nor more than nine (9) persons. The number of directors shall be fixed in the By-Laws of this corporation. Annual elections will be held on the 31st day of December, of each year or such other date as selected by the Board of Directors. Provided, however, Roger W. Holler III, Christopher A. Holler, Juliette E. Holler-Rogers, and Juliette A. Holler shall be members of the Board of Directors unless or until such time as they are unwilling or unable to serve. The remaining members of the Board of Directors shall be elected by a majority vote of the Board of Directors of this corporation.

The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy

on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

VII. ARTICLE - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Juliette A. Holler	President/Treasurer
Juliette E. Holler-Rogers	Vice President/Secretary
Roger W. Holler, III	Vice President
Christopher A. Holler	Vice President

VIII. ARTICLE - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be four (4), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Roger W. Holler, III	301 South Orlando Avenue Orlando, Florida 32751
Christopher A. Holler	301 South Orlando Avenue Orlando, Florida 32751
Juliette E. Holler-Rogers	301 South Orlando Avenue Orlando, Florida 32751
Juliette A. Holler	301 South Orlando Avenue Orlando, Florida 32751

IX. ARTICLE - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at the annual meeting of the Directors or at a duly called meeting of the Directors in accordance with the By-Laws.

X. ARTICLE - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

XI. ARTICLE - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

XII. ARTICLE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

301 E. Pine Street, Suite 1400
Orlando, Florida 32801

The name of the initial registered agent of this corporation shall be:

William A. Boyles

XIII. ARTICLE - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be:

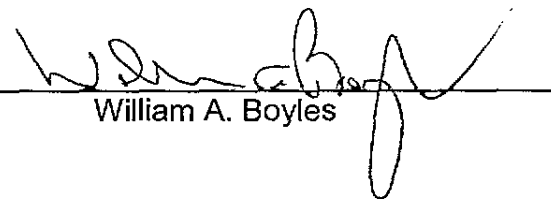
c/o William A. Boyles
301 E. Pine Street, Suite 1400
Orlando, Florida 32801

XIV. ARTICLE - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

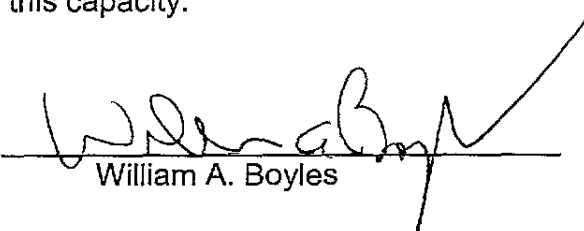
William A. Boyles
301 E. Pine Street, Suite 1400
Orlando, Florida 32801

IN WITNESS WHEREOF, I have set my hand and seal this 17th day of
March, 2004.


William A. Boyles

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of
Incorporation of the ROGER W. HOLLER, JR. CHARITABLE FOUNDATION,
INC., I hereby accept and agree to act in this capacity.


William A. Boyles

STATE OF Florida
COUNTY OF Orange

The foregoing instrument was acknowledged before me this 17th day of
March, 2004, by William A. Boyles, as Registered Agent of ROGER
HOLLER, JR. CHARITABLE FOUNDATION, INC.



TERRI L. FARRIS
MY COMMISSION # DD 128851
EXPIRES: July 26, 2006
Bonded Thru Budget Notary Services

AFFIX NOTARY STAMP

Terril Farris

Signature of Notary Public

TERRI L. FARRIS

(Print Notary Name)

My Commission Expires: 7/26/06

Commission No.: DD 128851

☒ Personally known, or

☐ Produced Identification

Type of Identification Produced

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