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To:
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From:
Account Name : KEVIN M. HELMICH, PA
Account Number : I20020000062
Phone : (850) 650-4747
Fax Number : (850) 837-5187

FLORIDA NON-PROFIT CORPORATION

The L. W. Cooper Educational Foundation, Inc.

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ARTICLES OF INCORPORATION

OF

THE L. W. COOPER EDUCATIONAL FOUNDATION, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is THE L. W. COOPER EDUCATIONAL FOUNDATION, INC.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

The Corporation shall be organized and operated exclusively for charitable, scientific, literary and educational purposes within the meanings of § 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code") and § 617.0301 of the Florida Not For Profit Corporation Act, as now in effect or as may hereafter be amended (the "Act").

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, scientific, literary or educational purposes.

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P.O. Box 5499
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In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in § 617.0302 of the Act, together with the power to solicit grants and contributions for such purposes.

ARTICLE IV MANNER OF ELECTION

The initial Board of Directors shall be comprised of those Directors named in the Article V of these Articles of Incorporation. Thereafter, the Directors shall be elected at each annual meeting of the Members and each director shall hold office until the next annual meeting of Members and until the director's successor has been elected and qualified, or until the director's earlier resignation or removal from office.

ARTICLE V INITIAL BOARD OF DIRECTORS

This Corporation shall have at least three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three (3). The name and address of the initial director of this Corporation are:

<u>Name:</u>	<u>Address:</u>
1. Larry W. Cooper	320 Highway 98E #1201 Destin, FL 32541
2. Richard T. Lowry	133 Hospital Drive Fort Walton Beach, FL 32548
3. Thomas Ferguson, Jr.	27 Bay Drive Fort Walton Beach, FL 32548

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ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4431 Legendary Drive, Suite 200, Destin, Florida 32541 and the initial registered agent of this Corporation at that address is Kevin M. Helmich, Esq.

ARTICLE VIII

PRINCIPAL OFFICE

The principal office of this Corporation and the mailing address of this Corporation are 320 Highway 98E #1201, Destin, FL 32541.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Kevin M. Helmich
4481 Legendary Drive Suite 200
Destin, Florida 32541

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or members of this Corporation may take action by written consent as provided by law.

ARTICLE XII

DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

ARTICLE XIII

SPECIAL RESTRICTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by §

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501(h) of the Code and in any corresponding law of the State of Florida), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to § 509 of the Code, the directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under § 4942 of the Code, and the Corporation is prohibited from engaging in any act or self-dealing (as defined in §4941(d) of the Code), from retaining any excess business holdings (as defined in §4943(c) of the Code) which would subject the Corporation to tax under § 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under §4944 of the Code, from retaining any assets which would subject the Corporation to tax under § 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in § 4945(d) of the Code).

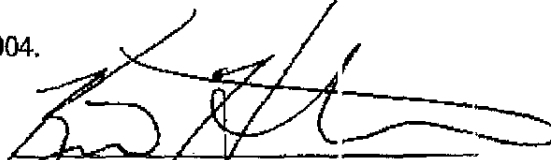
Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption for Federal income taxation as a corporation described in § 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 15th day of June, 2004.

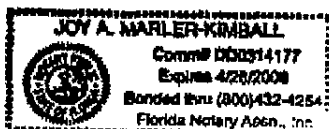

KEVIN M. HELMICH

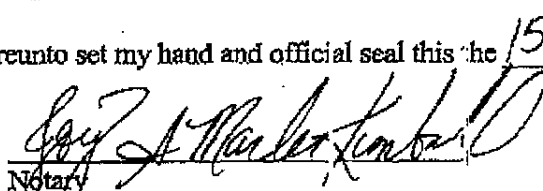
STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared KEVIN M. HELMICH who is personally known to me and who did take an oath, and who is the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 15th day of June, 2004.

(Seal)




Notary

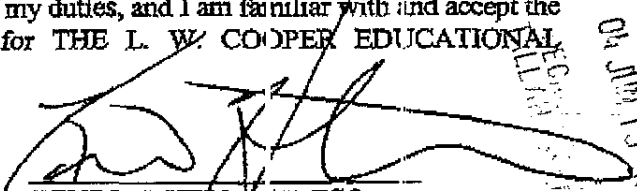
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ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and responsibilities as registered agent for THE L. W. COOPER EDUCATIONAL FOUNDATION, INC.


KEVIN M. HELMICH, ESQ.
Registered Agent

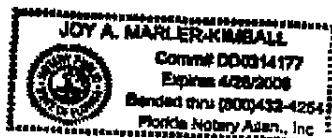
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STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgements personally appeared KEVIN M. HELMICH who is personally known to me and who did take an oath, and who is the person who executed the foregoing Acceptance and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 15th day of June, 2004.

(Seal)




Notary

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