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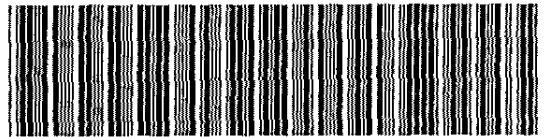
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# **ARTICLES OF INCORPORATION OF**

## **Big Bend Youth Outdoor Foundation Inc.**

The undersigned, acting as incorporator of Big Bend Youth Outdoor Foundation Inc. under the Florida Not for Profit Corporation Act, submits the following Articles of Incorporation:

### **Article I. NAME**

The name of the corporation is:

Big Bend Youth Outdoor Foundation Inc.

### **Article II. ADDRESS:**

The street address of the initial principal office of the corporations is:

3360 Capital Circle NE, Suite B

The mailing address of the corporation is:

3360 Capital Circle NE, Suite B

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SECTION 501(c)(3)  
DIVISION OF REVENUE

### **ARTICLE III. DURATION AND COMMENCEMENT**

The Corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

### **ARTICLE IV. PURPOSE**

The corporation is organized as a corporation not-for-profit, exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law, including but not limited to the following:

To promote, sponsor, develop and encourage educational programs and activities for the youth of North Florida and South Georgia. Facilitate and develop outdoor recreational skills of our youth, physically challenged youth and youth with physical impairments or disabilities.

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The purpose of this corporation also include the performance of activities related or incidental to the furtherance of the corporation's stated purposes and permitted under the laws of the United States and Florida.

## **ARTICLE V. LIMITATIONS ON THE CORPORATE POWER**

- (a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.
- (b) No Substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- (c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law.
- (d) Should the corporation at any time be considered a "private foundation" under Section 509(a) of the Internal Revenue Code of 1986, the following limitations will apply:
  - a. The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue code of 1986, or corresponding provisions of any later federal tax laws.
  - b. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
  - c. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.
  - d. The corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

## **ARTICLE VI. MEMBERS**

Forrest F. Boone  
Scott E. Pilkington  
Philip T. Stone  
Sterling Harrison III  
Robert W. Prather  
Wes Bruner  
Scott McClesney  
Alan E. Sweet

## **ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The corporation designates 3360 Capital Circle NE Suite B as the street address of the initial registered office of the corporation and names Scott E. Pilkington the corporation's initial registered agent at that address to accept service of process within this state.

## **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

The corporation has six (6) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than (3). The names of the initial directors are:

Scott Pilkington  
Robert W. Prather  
Forrest F. Boone  
Wes Bruner  
Alan Sweet  
Philip T. Stone

## **ARTICLE IX. INCORPORATOR**

The name and street address of the incorporator are:

Name: Robert W. Prather

Address: 532 Truett Drive

## **ARTICLE X. DISSOLUTION**

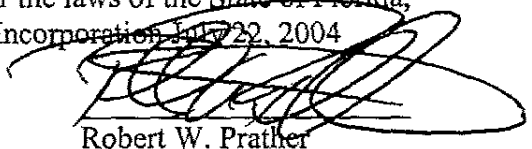
In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to one or more organizations that themselves are exempt

from federal income taxation as organizations described within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No part of the assets or net earnings of the corporation may be distributed or inure to the benefit of any individual.

## **ARTICLE XI. INDEMNIFICATION**

- (a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.
- (b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agents, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, has executed these Articles of Incorporation July 22, 2004

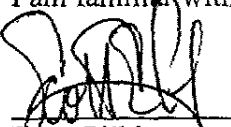
  
Robert W. Prather  
Incorporator

**Certificate of Designation  
Registered Agent/Office**

Corporation: Big Bend Youth Outdoor Foundation Inc.

Registered Agent/Office  
Scott Pilkington  
3360 Capital Circle NE, Suite B  
Tallahassee, FL 32308

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

 7/22/04  
Scott Pilkington  
Date: July 22, 2004

STATE OF FLORIDA  
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