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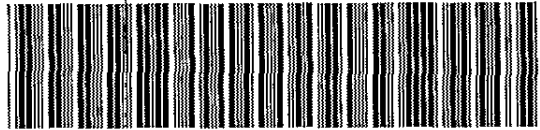
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

g8/

**David B. Shaw**  
**SBI # 265634**  
**Merit West**  
**SCL, P.O. Box 500**  
**Georgetown, DE 19947**

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

Attn: Ms. RoseAnn Varnadore  
Document Specialist Supervisor  
New Filings Section

Re: Letter number: 804A00045161  
Dated July 15, 2004

August 6, 2004

Dear Ms. Varnadore:

Thank you for your recent letter concerning the application for incorporation of THE PRIAPOS FOUNDATION. This application was mailed from Pensacola on April 2, 2004 and has not been returned. I'm sorry - I don't know what happened, but I apologize for the confusion and appreciate your help in straightening it out.

Mr. McFarland, the Registered Agent, is also a Director of the corporation and is entitled to sign documents. Therefore I have not included a Power of Attorney for him..

Enclosed is an updated application along with a new check for the \$ 87.50 filing and copy fee. I would appreciate it if you would be so kind as to direct it to the appropriate person.

Again, thank you for your courtesy.

Very truly yours,



David B. Shaw



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 15, 2004

DAVID B SHAW  
#265634 MERIT WEST S.C.I.  
P O BOX 500  
GEORGETOWN, DE 19947

SUBJECT: PRIAPOS FOUNDATION  
Ref. Number: W04000027110

We have received your document for PRIAPOS FOUNDATION. However, the document has not been filed and is being returned for the following:

Our records do not reflect this corporation as filed, received or rejected. We also checked un Mr. McFarland's name and nothing. We need a copy of the Articles and cancelled check to go futher.

If you have any further questions concerning your document, please call (850) 245-6923.

RoseAnn Varnadore  
Document Specialist Supervisor  
New Filings Section

Letter Number: 804A00045161

*sent April 2*

## TRANSMITTAL LETTER

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

**Subject : Priapos Foundation Incorporated**

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 : David B. Shaw  
1621 E. Avery Street  
Pensacola, Florida 32503.  
  
1.850.4700772 (Wm. McFarland's phone)

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

1

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S.  
A Not For Profit Domestic Corporation

**PRIAPOS FOUNDATION, INCORPORATED**

Articles of incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-profit Corporation under the laws of the state of Florida do hereby certify that:

**ARTICLE I - NAME**

The name of the Corporation will be the **PRIAPOS FOUNDATION, INCORPORATED.**

**ARTICLE II - PRINCIPAL OFFICE**

The place in this state where the principal office of the Corporation is to be located is:

3300 North Pace Boulevard  
Suite "C"  
Pensacola, Florida 32505

**ARTICLE III - PURPOSE**

- Said Corporation is organized exclusively for, and will be operated exclusively for the charitable purpose of preventing the sexual abuse of children by other children, adolescents and teens as permitted by Section 501 (c) 3 of the United States Internal Revenue Code, or the corresponding section of any future federal tax code.
- This Corporation will not, as a substantial part of its activities, attempt to influence legislation or participate to any extent in a campaign for public office with the exception of permitted activities such as proposing possible legislation congruent with its stated purpose.

**ARTICLE IV - MANNER OF ELECTION**

Directors of the Corporation will be elected in accordance with the Bylaws of the Corporation.

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## **ARTICLE V - INITIAL DIRECTORS AND / OR OFFICERS**

The names and addresses of the persons who are the initial trustees of the corporation are as follows:

1. **David B. Shaw**      **1621 East Avery Street, Pensacola, FI 32503**
2. **Wm. E. McFarland**   **3300 North Pace Blvd. Suite "C", Pensacola, FI 32503**
3. **Derek L. Mayhew**    **P.O. Box 500, Georgetown, Delaware 19947-0500**

## **ARTICLE VI - DISTRIBUTION OF EARNINGS - PROHIBITION OF POLITICAL ACTIVITY**

- The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- The corporation will not engage in any act of self-dealing as defined in section 4951 (d) of the Internal Revenue Code, or the corresponding section of any future code.
- The corporation will not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code, or the corresponding section of any future code.
- The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future code.
- The corporation will not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code, or the corresponding section of any future code.
- No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article Three, hereof. No sustainable 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

- Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers not in furtherance of the purpose of this corporation.
- Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) 3 of the Internal revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to any state or local government, for a public purpose. Any such assets not so distributed shall be disposed of by a Court of Competent Jurisdiction 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.

#### **ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the Registered Agent (also a corporate director) is:

William E. McFarland  
3300 North Pace Boulevard  
Suite "C"  
Pensacola, Florida 32505

#### **ARTICLE VIII INCORPORATOR**

The name and address of the incorporator is:

David B. Shaw  
1621 East Avery Street,  
Pensacola, Florida 32503

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with, accept the appointment as registered agent, and agree to act in this capacity.

William E. McFarland 8/5/04  
Signature / Registered Agent William E. McFarland Date

David B. Shaw 7/30/04  
Signature / Incorporator David B. Shaw Date