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FLORIDA NON-PROFIT CORPORATION

SHINING LIGHT FOUNDATION, INC.

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SHINING LIGHT FOUNDATION, INC.
#343048-1

ARTICLES OF INCORPORATION
OF
SHINING LIGHT FOUNDATION, INC.

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SECRETARY OF STATE
ALBANY, NEW YORK

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapters 617, Florida Statutes.

ARTICLE ONE

NAME

The name of the Corporation is Shining Light Foundation, Inc.

ARTICLE TWO

ADDRESS OF PRINCIPAL OFFICE

The initial street address of the Corporation's principal offices is 14212 North Nebraska Avenue, Tampa, Florida 33613. The initial mailing address of the Corporation's principal office is 14212 North Nebraska Avenue, Tampa, Florida 33613.

ARTICLE THREE

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE FOUR

PURPOSE

The purposes for which this Corporation is organized are as follows:

- (a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding

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provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or later amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Florida Not For Profit Corporation Act for specific, educational, and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by the other subparagraphs of this Article Four, are the following:

(i) To provide scholarships to secondary schools, colleges and universities to students based on financial need and other non-discriminatory criteria; and

(ii) To solicit, request, ask for, raise, collect and accept contributions, donations, funds, allocations, appropriations, and gifts of money and property of every kind for the purpose of funding the activities described in (ii) above; and

(iii) For charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Code).

(c) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or in the furtherance of any of the powers

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earlier set forth, either alone or in association with other of any of the objects or the furtherance of any of the powers earlier set forth, either along or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this corporation is organized.

Notwithstanding any other provision contained herein to the contrary, the Corporation shall 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE FIVE

BOARD OF DIRECTORS AND OFFICERS

Section 1. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three (3) Directors but may be any number in excess thereof. Directors shall be elected or removed in the manner provided in the Bylaws.

Section 2. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, an Assistant Treasurer and such other officers as the Board of Directors may authorize in the By-Laws. Officers shall be elected and shall hold office in the manner provided in the Bylaws of the Corporation. A person may hold more than one office.

ARTICLE SIX

NO MEMBERS

The Corporation shall have no members.

ARTICLE SEVEN

INCORPORATOR

The name and street address of the incorporator is William Tamayo, whose address is 14212 North Nebraska Avenue, Tampa, Florida 33613.

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ARTICLE EIGHT

LIABILITY

None of the directors or officers of the Corporation shall be personally liable for its debts, liabilities or obligations.

ARTICLE NINE

BYLAWS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation by majority vote of the Board of Directors.

ARTICLE TEN

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 14212 North Nebraska Avenue, Tampa, Florida 33613, and the name of the initial registered agent of the Corporation at that address is Robert Bonanno, Sr.

ARTICLE ELEVEN

AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation of the Corporation shall be amended or additional provisions added or adopted by a majority vote of the Board of Directors provided that notice thereof, which shall include the text of the Articles of Incorporation change, has been furnished in writing to each Director of the Corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the provisions of Chapter 617, Florida Statutes, relating to amendments to articles of incorporation of corporations not-for-profit.

ARTICLE TWELVE

DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer all of the assets of the Corporation to the University of Florida to be utilized by such entity exclusively for scholarships for

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students in need of financial aid, provided that if the University of Florida is not then in existence or is not then qualified as an organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"), the Board of directors shall dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or specific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of general jurisdiction in 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 exclusive for such purposes.

ARTICLE THIRTEEN

NO STOCK TO BE ISSUED

The Corporation is organized on a non-stock basis. The Corporation shall not issue any stock.

ARTICLE FOURTEEN

NO PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or their 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 Four hereof. 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 distribution of statements) any political campaign on behalf of any candidates for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code) of (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code).

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ARTICLE FIFTEEN

(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 as amended (or the corresponding provision of any future United States Internal Revenue Code).

(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, as amended (or the corresponding provision of any future United States Internal Revenue Code).

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Code).

(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, as amended (or the corresponding provisions of any future United States Internal Revenue Code).

(e) The Corporation will not make any taxable expenditure as defined in Section 4945(b) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code).

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Incorporation this 30th day of August, 2004.


Name: William Tamayo
Title: Incorporator

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**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**


Pursuant to the provisions of Sections 617.0501 and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

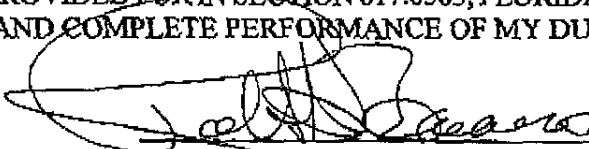
Shining Light Foundation, Inc.

2. The name and address of the registered agent and office is:

14212 North Nebraska Avenue
Tampa, Florida 33613


Name: William Tamayo
Title: Incorporator
Date: August 30, 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 617.0503, FLORIDA STATUTES, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


Name: Robert Bonanno, Sr.
Title: Registered Agent
Date: August 30, 2004