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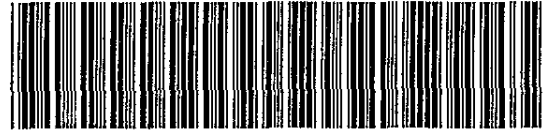
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TRANSMITTAL LETTER

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

SUBJECT: Young Scholars Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: Gregory S. Martin
Name (Printed or typed)

800 S. Orlando Avenue
Address

Maitland, FL 32751
City, State & Zip

(407) 622-5250
Daytime Telephone number

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

February 11, 2005

Tammy Hampton
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: *Young Scholars Foundation, Inc.*

Dear Ms. Hampton:

Pursuant to your conversation of today with my assistant, Terry, please find enclosed the original plus two copies of the Articles of Incorporation of Young Scholars Foundation, Inc., which have been corrected to include the titles of the Officers listed in Article IX. Also enclosed is a copy of your January 28, 2005 letter requesting the correction.

If you have any questions, please do not hesitate to contact me.

Sincerely,


GREGORY S. MARTIN

(Signed in Mr. Martin's Absence to Avoid Delay)

GSM/tw
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

January 28, 2005

GREGORY S MARTIN
800 S ORLANDO AVE
MAITLAND, FL 32751

SUBJECT: YOUNG SCHOLARS FOUNDATION, INC.
Ref. Number: W05000004739

We have received your document for YOUNG SCHOLARS FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

In Article IX you list 2 officers, but you did not list the titles for the 2 officers you have listed.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filings Section

Letter Number: 705A00006300

ARTICLES OF INCORPORATION
OF
YOUNG SCHOLARS FOUNDATION, INC.

I, the undersigned incorporator, a natural person competent to contract, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I
NAME AND ADDRESS

The name of this corporation shall be:

Young Scholars Foundation, Inc.

Maitland

The address of this corporation shall be 800 S. Orlando Avenue, Florida 32751, or such other address within the State of Florida as the Board of Trustees may from time to time designate.

ARTICLE II
PURPOSE

a. The general nature, objects and purposes for which this corporation is exclusively organized and operated to receive and administer funds for scientific, educational, literary and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. This corporation shall receive and maintain funds of real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable, scientific or educational purposes.

b. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

c. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) or 2055(a) of such Code and regulations issued thereunder.

d. In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or the Federal, state or local government for exclusive public purpose.

ARTICLE III POWERS

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized, subject, however, to the following:

- a. This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.
- b. This corporation shall 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 subsequent Federal tax law.
- c. This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequently Federal tax laws.
- d. This corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
- e. This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any Federal tax law.
- f. This corporation shall not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.
- g. This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV
MEMBERS

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation, and such other persons, over eighteen (18) years of age or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Trustees of the corporation in accordance with the provisions of the bylaws of the corporation.

ARTICLE V
TERM OF EXISTENCE

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI
SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

Name
Gregory S. Martin

Address
800 S. Orlando Avenue
Maitland, Florida 32751

ARTICLE VII
OFFICERS AND TRUSTEES

The affairs of this corporation shall be managed by a Board of Trustees who shall be elected annually by majority vote of the members of the corporation, at a duly called meeting, as provided in the bylaws and by officers who shall be elected annually by majority vote of the Board of Trustees. The officers thus to be elected shall be a president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices of the corporation shall be provided in the bylaws.

The number of Trustees and the manner of filling vacancies in the Board of Trustees shall be provided in the bylaws of the corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of businesses shall be a majority of the trustees qualified and active, and the act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the trustees. Meeting of the trustees may be held within or without the State of Florida.

Trustees and officers of this corporation may be removed, with or without cause, by the members at a meeting called in the manner set out in the bylaws.

ARTICLE VIII
TRUSTEES

The name and address of the members of the initial Board of Trustees, who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office for the

first year of the existence of this corporation or until an election is held by the members for the election of permanent trustees or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Gregory S. Martin	1404 Druid Road Maitland, Florida 32751
Debra Martin	1404 Druid Road Maitland, Florida 32751
Meredith Martin	3138 Crippled Oak Trail #20074 Jasper, GA 30143

ARTICLE IX OFFICERS

The name and address of the officers of this corporation who, subject to these Articles and the bylaws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the trustees of this corporation for the election of permanent officers or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Gregory S. Martin	President	1404 Druid Road Maitland, Florida 32751
Debra Martin	Treasurer	1404 Druid Road Maitland, Florida 32751

ARTICLE X REGISTERED OFFICE AND REGISTERED AGENT

The name of the corporation's initial registered agent at the following address is Gregory S. Martin, and the street address of the corporation's initial registered office is 800 S. Orlando Avenue, Maitland, Florida 32751. The corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

ARTICLE XI BYLAWS

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the trustees of this corporation present at any meeting of the Board of Trustees duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Trustees and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Trustees or mailed by the secretary of this corporation to all of the members of the Board of Trustees at least three (3) days before the meeting.

ARTICLE XII
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Members provided that any amendment will not adversely affect the status of the corporation as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

ARTICLE XIII
INDEMNIFICATION OF DIRECTORS AND OFFICERS

a. The corporation hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(i) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director or officer of the corporation, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable grounds for belief that such action was unlawful.

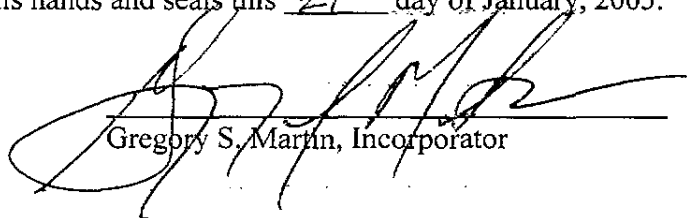
(ii) By or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a Director or officer of the corporation, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

b. The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interest of the corporation, and whether, with respect to any criminal action or proceeding, he had no reasonable

ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

c. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the corporation to indemnify under applicable law.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the foregoing Articles of Incorporation, has hereunto set his hands and seals this 21st day of January, 2005.



Gregory S. Martin, Incorporator

STATE OF FLORIDA }
 }
COUNTY OF ORANGE }

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Gregory S. Martin, to me well known to be the person who executed the foregoing instrument and acknowledged before me that he executed same freely and voluntarily for the uses and purposes therein set forth and expressed.

21st IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this day of January, 2005.

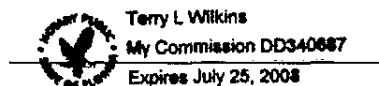


Signature of Notary Public

Terry L. Wilkins

Printed name of Notary Public

My Commission Expires on:



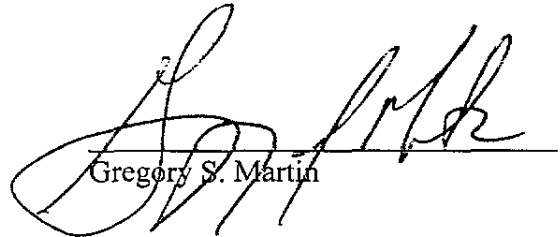
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:
YOUNG SCHOLARS FOUNDATION, INC., ("the Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Gregory S. Martin as its Registered Agent to accept service of process within the State of Florida with its registered office located at 800 S. Orlando Avenue, Maitland, Florida 32751.

ACKNOWLEDGMENT

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 21st day of January, 2005.



Gregory S. Martin