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DIVISION OF CORPORATION
05 MAR 21 AM 8:59

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TRANSMITTAL LETTER

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

SUBJECT: THETA PHI 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: WILLIAM J. SPENCER
Name (Printed or typed)

2512 WOOLERY DRIVE
Address

JACKSONVILLE, FL 32211
City, State & Zip

(904) 634-2312
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
THETA PHI FOUNDATION, INC.**

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The undersigned incorporator(s), a natural person 18 years of age or older, in order to form a corporate entity pursuant to Chapter 617, F.S., adopts the following articles of incorporation.

**ARTICLE I
NAME/PRINCIPAL OFFICE**

The name of this corporation shall be: Theta Phi Foundation, Inc., located at 4730 Norwood Avenue, Jacksonville, Florida, 32206. The mailing address shall be: P.O. Box 2242, Jacksonville, Florida, 32203.

**ARTICLE II
PURPOSE**

This corporation is organized exclusively for charitable and educational purposes. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE III
LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE V DIRECTORS/OFFICERS

The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. Directors will be elected or appointed to the Board as set forth in the duly adopted by-laws. No Director shall have any right, title, or interest in or to any property of the corporation.

The names and addresses of the individuals, each of whom are 18 years of age or older, to serve as officers are as follows:

Robert Younge, II, President
P.O. Box 2242
Jacksonville, Florida 32203

M. Kevin Woodall, Secretary
P.O. Box 2242
Jacksonville, Florida 32203

Kenneth Reddick, Vice-President
P.O. Box 2242
Jacksonville, Florida 32203

William Spencer, Treasurer
P.O. Box 2242
Jacksonville, Florida 32203

**ARTICLE VI
DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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 a state or local government, for a public purpose. Any such assets not so disposed of 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
REGISTERED AGENT**

The registered agent of this corporation is: William J. Spencer
2512 Woolery Drive
Jacksonville, Florida 32211

**ARTICLE VIII
INCORPORATOR**

The incorporator of this corporation is: William J. Spencer
2512 Woolery Drive
Jacksonville, Florida 32211

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 and accept the appointment as registered agent and agree to act in this capacity.

<u>William J. Spencer</u> Registered Agent WILLIAM J. SPENCER	Signature <u>3/20/05</u> Date
<u>William J. Spencer</u> Incorporator WILLIAM J. SPENCER	Signature <u>3/20/05</u> Date

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