

N 05 000008067

Jim Durham

(Requestor's Name)

277 magnolia Avenue SW

(Address)

Winter Haven, FL 33880

(Address)

(City/State/Zip/Phone #)

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B. McKnight AUG 08 2005

ARTICLES OF INCORPORATION  
OF  
SARAH DURHAM SCHOLARSHIP FUND, INC.

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
05 AUG - 8 PM 3:34

The undersigned, by these Articles, associates himself for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be SARAH DURHAM SCHOLARSHIP FUND, INC.

ARTICLE II

PURPOSE

This corporation is organized exclusively for charitable, religious and educational purposes, 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, or corresponding section of any future federal tax code.

ARTICLE III

MEMBERSHIP

Membership in the corporation shall be open only to those individuals who are approved by the members. The manner of a member's admission shall be regulated by the By-Laws.

ARTICLE IV

DIRECTORS

4.1 The affairs of the corporation will be managed by a Board of Directors consisting of the number of directors determined by the By-Laws, but not less than three (3) directors. Additional directors may be elected upon two-thirds (2/3rds) majority approval by the Board of Directors.

4.2 A director may be removed by a vote of no less than two-thirds of the Board of Directors.

4.3 The terms of the Board of Directors shall be a period of three years.

4.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

JIM DURHAM  
277 Magnolia Avenue  
Winter Haven, FL 33880

CHRISTY MCCULLOUGH  
224 Lake Arrowhead Drive  
Winter Haven, FL 33880

BECKY CAMPBELL  
122 Gemstone Drive  
Martinsburg, WV 25401

#### ARTICLE V

##### INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party or in which he or she may become involved by reason of being or having been a director or officer and is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director officer may be entitled.

#### ARTICLE VI

##### BY-LAWS

The first By-Laws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

#### ARTICLE VII

##### AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

7.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

7.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the corporation. Directors not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than 66-2/3% of the Board of Directors.

7.3 A copy of each amendment shall be certified by the Secretary of State and filed with the Secretary of State of the State of Florida.

#### ARTICLE VIII

##### TERM

The term of the corporation shall be perpetual.

#### ARTICLE IX

##### EARNINGS AND ACTIVITIES

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 II 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 candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### ARTICLE X

##### DISSOLUTION

Upon 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 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.

#### ARTICLE XI

None of the income, principal or assets of any kind shall be paid, used or distributed to any political campaign fund or for any political purpose.

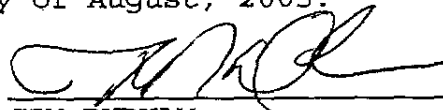
ARTICLE XII

SUBSCRIBERS

The incorporator to these Articles of Incorporation shall be:

JIM DURHAM

IN WITNESS WHEREOF, the incorporator has affixed his signature this 3<sup>RD</sup> day of August, 2005.



JIM DURHAM

STATE OF FLORIDA  
COUNTY OF POLK

Before me, the undersigned authority, on this 3<sup>rd</sup> day of August 2005, personally appeared JIM DURHAM, to me known to be the incorporator described in the foregoing Articles of Incorporation of SARAH DURHAM SCHOLARSHIP FUND, INC., and acknowledged the same, and after being by me first duly cautioned and sworn, upon his oath, deposes and says that it is intended in good faith to carry out the purposes and objects set forth herein.

S E A L

  
NOTARY PUBLIC

STATE OF FLORIDA  
OFFICE OF THE SECRETARY OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors

In pursuant of Chapter 47.34, Florida Statutes, the following is submitted in compliance with said Act:

That **SARAH DURHAM SCHOLARSHIP FUND, INC.**, a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business at 277 Magnolia Avenue, S.W., Winter Haven, FL 33880, and its mailing address at P. O. Box 7395, Winter Haven, FL 33883, has named **JIM DURHAM** as its agent to accept service of process within this State.

<u>OFFICERS</u>	<u>ADDRESS</u>
President: Jim Durham	277 Magnolia Avenue, S.W. Winter Haven, FL 33880
Secretary: Christy McCullough	24 Lake Arrowhead Drive Winter Haven, FL 33880
Treasurer: Christy McCullough	24 Lake Arrowhead Drive Winter Haven, FL 33880

<u>DIRECTORS</u>	<u>ADDRESS</u>
Jim Durham	277 Magnolia Avenue, S.W. Winter Haven, FL 33880
Christy McCullough	24 Lake Arrowhead Drive Winter Haven, FL 33880
Becky Campbell	122 Gemstone Drive Martinsburg, WV 25401

**SARAH DURHAM SCHOLARSHIP FUND, INC.**

BY:



JIM DURHAM - Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act to keep open said office.



JIM DURHAM, Registered Agent

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