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TALLAHASSEE, FLORIDA

T. Hampton OCT 04 2005

Holland & Knight LLP
Requester's Name

315 So. Calhoun Street
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. James S. Richards High School Alumni Association
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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(Corporation Name) (Document #)

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NEW FILINGS

☐ Profit

☒ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

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2005 SEP 30 AM 7:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

**JAMES S. RICKARDS HIGH SCHOOL ALUMNI ASSOCIATION
a non-profit corporation**

The undersigned, acting as the incorporator of the James S. Rickards High School Alumni Association under Chapter 617 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986¹, submits the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation ("Corporation") is:

James S. Rickards High School Alumni Association, Inc.

**ARTICLE II
ADDRESS**

The Corporation's initial mailing address and the street address of the Corporation's initial principal office is:

2821 Pontiac Drive
Tallahassee, Florida 32301

**ARTICLE III
DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

¹ Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE IV
CHARITABLE PURPOSES

The Corporation is organized exclusively for such charitable, educational, literary, or scientific purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future United States internal revenue law. Within the scope of the foregoing, the Corporation is specifically organized for the purposes of (a) organizing a reunion of all alumni and (b) engaging in all other lawful activities that are consistent with the Corporation's charitable purposes and in which corporations that are organized under Chapter 617, Florida Statutes, and exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, may engage.

ARTICLE V
POWERS

The Corporation has the corporate power and authority to engage in all lawful activities that further its charitable purposes and that are permissible for corporations organized under Chapter 617, Florida Statutes, and exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986. Without limiting the generality of the foregoing sentence, the Corporation has the corporate power and authority:

- (a) To purchase, lease, acquire, own, hold, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of and deal in real property and personal property, all on such terms and conditions as the Board of Directors determines to be in furtherance of the Corporation's charitable purposes, and to exercise all rights, powers, and privileges of ownership of such property;
- (b) To solicit and receive, in the form of contributions, gifts, bequests, devises, or other donations from any persons, entities, or organizations any money, securities, equipment, land, or other real or personal property and, subject to the restrictions and limitations set forth in these Articles of Incorporation, to use and apply such property and any income from such property for the furtherance of the Corporation's charitable purposes (gifts shall be subject to acceptance by the Board of Directors);
- (c) To enter into and give such contracts, instruments, guaranties, notes, mortgages, pledges, security interests, and other commitments as the Board of Directors determines to be in furtherance of the Corporation's charitable purposes;

- (d) To invest funds in such securities, bonds, evidence of indebtedness, and other property as the Board of Directors may from time to time determine;
- (e) To issue bonds and borrow money, in such amounts and subject to such terms and conditions as the Board of Directors may from time to time determine;
- (f) To establish one or more offices and employ such personnel as may be necessary and proper, in the judgment of the Board of Directors, and to pay reasonable compensation for the services of such persons; and
- (g) To take all other lawful actions and to engage in all other lawful transactions and activities that the Board of Directors determines to be necessary, appropriate, or desirable to carry out and further the charitable purposes for which this Corporation is formed, and in general to have and exercise all the rights, powers, privileges, and immunities available to corporations organized under Chapter 617, Florida Statutes, subject to the requirements of Section 501(c)(3) and to any other limitations provided in these Articles of Incorporation.

ARTICLE VI MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors constituting the full Board of Directors shall be as provided in the bylaws, but shall not be less than three. The terms for which the directors shall serve, and the method of election of directors, shall be as stated in the bylaws.

ARTICLE VIII
DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION

A. Compensation. To the extent permitted by the bylaws, the Corporation may pay reasonable compensation to a director or officer of the Corporation for personal services rendered, so long as the services are reasonable and necessary to carry out the charitable purposes of the Corporation. However, the Corporation shall make no payment that would constitute "self-dealing," as defined in Section 4941(d) of the Internal Revenue Code of 1986.

B. Indemnification. The Corporation may indemnify its directors and officers against expenses and liabilities, to the extent required or permitted by the bylaws or applicable law.

ARTICLE IX
CHARITABLE LIMITATIONS

This Corporation shall not engage in any activities that are prohibited by Section 617.0835, Florida Statutes, or by Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) to make payments and distributions to persons or entities that are qualified to receive them in furtherance of the Corporation's charitable purposes. All of the net earnings and assets of the Corporation shall be expended for purposes stated in Section 501(c)(3) of the Internal Revenue Code.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including publishing or distribution of statements).

Notwithstanding any other provision 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 from taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X
DISPOSITION OF ASSETS UPON DISSOLUTION

If the Corporation dissolves, the Board of Directors, after paying or making provision for the payment of all the Corporation's liabilities, shall distribute all the Corporation's assets to one or more organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code. If any of the Corporation's assets are not so distributed, the Circuit Court of the county in which the principal office of the Corporation is then located shall distribute the remaining assets to a corporation that is organized exclusively for charitable purposes and is exempt under Section 501(c)(3) of the Internal Revenue Code, to be used for that corporation's charitable purposes.

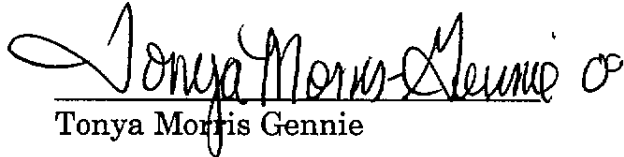
ARTICLE XI
BYLAWS

The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the Board of Directors.

ARTICLE XII
REGISTERED AGENT

The street address of the initial registered office of the Corporation is 2821 Pontiac Drive, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at that address, who is authorized to receive service of process, is Tonya Morris Gennie.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 29 day of September, 2005.


Tonya Morris Gennie

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

James S. Rickards High School Alumni Association, desiring to organize under the laws of the State of Florida, has named Tonya Morris Gennie as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced corporation at 2821 Pontiac Drive, Tallahassee, Florida 32301, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0503, Florida Statutes.

Dated this 29 day of September, 2005.



Tonya Morris Gennie