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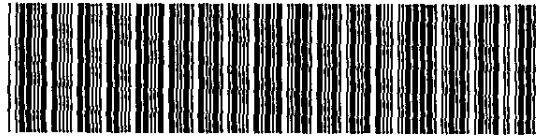
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TALLAHASSEE, FLORIDA

2/22/06

## COVER LETTER

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

SUBJECT: DESAILLE TRUST CORPORATION  
(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: CHRISTOPHER J. SHORTER  
Name (Printed or typed)

14 NEW STREET  
Address

RAMSEY, NEW JERSEY 07446  
City, State & Zip

850-322-6563  
Daytime Telephone number

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

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TALLAHASSEE, FLORIDA

#### Article I. Name

- Section 01     *Name:* The name of this corporation shall be the "DeSaille Trust Corporation" or "DeSaille Trust."

#### Article II. Registered Agent / Principal Office

- Section 01     *Registered Office and Agent:* The Corporation's registered agent and mailing address shall be Mr. Daryl D. Parks at Parks & Crump, LLC, 240 N. Magnolia Drive, Tallahassee, Florida 32301.
- Section 02     *Place of Business:* The principal place of business for DeSaille Trust shall be 240 N. Magnolia Drive, Tallahassee, Florida 32301 in the City of Tallahassee, Leon County within the State of Florida.

#### Article III. Mission

- Section 01     *Mission:* DeSaille Trust is organized exclusively for charitable, scholastic and educational 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, or the corresponding section of any future federal tax code. To this end, the corporation shall bestow monetary awards on students at Florida Agricultural And Mechanical University for educational and scholastic achievement. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purpose.

#### Article IV. Limitations

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

- Section 01     *Net Earnings:* 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 Trustee or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
- Section 02     *Political Activity:* No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, 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
- Section 03     *External Activities:* 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.

Section 04     *Corporate Assets:* The corporation shall not lend any of its assets to any officer or trustee of this corporation, or guarantee to any person the payment of a loan by an officer or trustee of this corporation.

## **Article V. Membership**

Section 01     *Membership:* The corporation shall have a voting membership, and may have classes of the same (if any), as defined in the corporation's bylaws. The management of the affairs of DeSaille Trust shall be defined by statute and by the corporation's by-laws. No member or Trustee shall have any right, title, or interest in or to any property of the corporation.

## **Article VI. Trustee Terms of Office**

Section 01     *Terms of Office:* There shall be four (4) Trustees and one (1) ex-officio comprising the DeSaille Trust Board, which include: The Board of Trustees Past Chair, who will hold office Ex-Officio until replaced by the outgoing Chair; the Chair of the Board, who will be elected by the entire membership to serve a full eight-year term unless replaced by a majority vote of the membership; and the Board Treasurer, who will be elected by a vote of the entire membership to served an unlimited term until he/ she resigns or is dismissed by a unanimous vote of the Board of Trustees. The two (2) at-large Trustees will be elected by the entire membership to serve full four-year terms. Original terms of office for Trustees will be staggered. All votes of the entire membership shall be by mail-in ballot.

## **Article VII. Board of Trustees**

Section 01     *Board of Trustees:* The corporation's first Board of Trustees shall be comprised of the following natural persons:

Christopher Jonathan Shorter (Chairperson), 14 New Street, Ramsey, New Jersey 07446

Jonathan Quarles (Treasurer), 13802 Pleasant View Drive, Bowie, Maryland 20720

Arthur Patton Teele (Trustee At-Large), 704 Terry Lane, Birmingham, Alabama 35210

Keith Alexander Ashe (Trustee At-Large), 815 Thayer Avenue, Apt. 502, Silver Springs, Maryland 20910

## **Article VIII. Debt Obligations and Personal Liability**

Section 01     *Personal Liability:* No member, officer or Trustee of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Trustees be subject to the payment of the debts or obligations of this corporation.

## **Article IX. Dissolution**

Section 01     *Dissolution:* Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Trustees, 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

DeSaille Trust Corporation  
Articles of Incorporation

purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### Article X. Incorporators/ Registered Agent

Section 01 The incorporator(s) and of this corporation are:

Ashe, Keith Alexander  
Quarles, Jonathan  
Shorter, Christopher Jonathan  
Teele, Arthur Patton

The undersigned incorporators certify both that they execute these Articles for the purposes herein stated, and that by such execution, they affirm the understanding that should any of the information in these Articles be intentionally or knowingly misstated, they are subject to the criminal penalties for perjury set forth in the Florida Statutes as if this document had been executed under oath.

Arthur Patton Teele Print Name Arthur Patton Teele Signature 2/2/06 Date

Jonathan Quarles Print Name Jonathan Quarles Signature 12/28/05 Date

CHRISTOPHER J. SHORTER Print Name Christopher J. Shorter Signature 1/20/06 Date

Keith A. Ashe Print Name Keith A. Ashe Signature 1/30/06 Date

Section 02 The Registered Agent of this corporation is:

Parks, Daryl D.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Daryl D. Parks Print Name Daryl D. Parks Signature 12-9-07 Date

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TALLAHASSEE, FLORIDA