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2006 FEB 22 PM 12:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

FILED FEB 23 2006

## COVER LETTER

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

SUBJECT: Melbourne Police 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~~ <sup>\$116.50</sup>  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Scott A. Turner, Esq.  
Name (Printed or typed)

7370 Cabot Ct., Suite 101  
Address

Viera, FL 32940  
City, State & Zip

(321) 255-5501  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF  
MELBOURNE POLICE FOUNDATION, INC.**

**FILED**

2006 FEB 22 PM 12:19

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

**ARTICLE I – NAME**

The name of the corporation shall be Melbourne Police Foundation, Inc.

**ARTICLE II – PURPOSES**

The purposes for which the corporation is organized are:

In general, to do any and all acts and things, and to exercise any and all powers which now and hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

In particular, to provide fund raising and related activities to support the Melbourne Police Department.

The purposes for which this corporation is organized shall be limited to those, which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986; or (2) of a corporation,

contributions to which are deductible under Section 17(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any director, member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation and any approved employee in the future.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

### **ARTICLE III – POWERS**

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida, which are necessary to convenient to effect any and all purposes for which the corporation is organized. The corporation shall have or exercise only those powers which would qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation

engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

#### **ARTICLES IV – MEMBERS**

The corporation shall have one class of Board Members, and there shall be no more than 25 Board Members of that class, which shall be voting members, (the “Board of Directors”). The Board of Directors shall have all rights and powers as are conferred upon the Member by law or by the Bylaws of the corporation.

The corporation may have advisory members who shall be nonvoting members of the corporation. All members of the Advisory Board(s) of the corporation shall be advisory members, and shall be elected by a majority vote of the voting members of the corporation. Such nonvoting members of the corporation may be removed as provided by the corporation’s By-Laws.

#### **ARTICLE V – TERM OF EXISTENCE**

The corporation shall have perpetual existence for the benefit of the Melbourne Police Department.

#### **ARTICLE VI – EXECUTIVE OFFICERS AND BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by Executive Officers elected by the Board of Directors consisting of not less than three (3) persons. The number of Executive Officers shall be fixed in the Bylaws of this corporation. Annual elections will be held on the third Wednesday of January, of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the members of this corporation in attendance at the annual meeting of the membership of this corporation.

The Executive Officers of the corporation shall consist of a Chairman, President, Vice President, Secretary and a Treasurer. Each Executive Officer shall serve for a term of one (1) year, beginning the 1<sup>st</sup> day of the month immediately following his/her election by a majority vote of the Board Members at the annual meeting of the Board Membership. Executive Officers may be re-elected to serve subsequent terms. In the event of a vacancy of the Executive Officers or in any office for any reason, the Executive Officers shall fill such vacancy for the unexpired term. The number of persons constituting the first Executive Officers shall be a minimum of three (3).

#### **ARTICLES VII – NAMES OF EXECUTIVE OFFICERS**

The names of the Executive Officers who are to serve until the first election under the Articles of Incorporation are as follows:

<b>Name</b>	<b>Office</b>
James C. Kendig, Jr.	Chairman/President
Robert J. Sharek	Vice President
Deborah L. Young	Secretary
William T. Brennan	Treasurer

#### **ARTICLE VIII – NAMES OF THE FIRST BOARD OF DIRECTORS**

The names and addresses of the persons who are to serve as the First Board of Directors until the first election under these Articles of Incorporation are as follows:

<b>Name</b>	<b>Address</b>
James C. Kendig, Jr.	c/o Health First 1350 S. Hickory Street Melbourne, FL 32901

Robert J. Sharek	c/o Rockwell Collins Post Office Box 1060 Melbourne, FL 32902
Deborah L. Young	c/o MIMA 200 E. Sheridan Road Melbourne, FL 32901
William T. Brennan	c/o The Bank William T. Brennan 300 S. Harbor City Blvd. Melbourne, FL 32901
Leroy Barnidge	c/o Northrup Grumman Corporation 2000 W. NASA Blvd. Melbourne, FL 32904
Peter Bears	c/o Wuesthoff Health System 110 Longwood Avenue Rockledge, FL 32956
Daryl Bishop	c/o Florida Business Bank 340 N. Harbor City Blvd. Melbourne, FL 32935
Angela Bozorth	c/o Melbourne Police Department 650 N. Apollo Blvd. Melbourne, FL 32935
Don Breckenridge	c/o Hilton Rialto Place 200 Rialto Place Melbourne, FL 32901
Dan Deighan	c/o Deighan Financial Advisors 47 W. New Haven Avenue Melbourne, FL 32901
Jeffrey Dick	c/o The Bank 300 S. Harbor City Blvd. Melbourne, FL 32901
Pam Gatto	c/o Gatto's Tire & Auto Inc. 15 W. Hibiscus Blvd. Melbourne, FL 32901

Carey Gleason	c/o Florida Institute of Technology 150 West University Blvd. Melbourne, FL 32901
Judge George Maxwell	c/o Moore Justice Center 2825 Judge Fran Jamieson Way Viera, FL 32940
Ken Meehan	c/o Meehan's Office Products 900 E. New Haven Avenue Melbourne, FL 32901
James Nance	c/o Nance, Cacciatore, et. Al. 525 N. Harbor City Blvd. Melbourne, FL 32935
Tanya Pruitt	c/o Pruitt Real Estate 10 S. Harbor City Blvd. Melbourne, FL 32901
Jim Ridenour	c/o Courtyard at the Marriott 2101 W. New Haven Avenue Melbourne, FL 32901
Jack Ryals	c/o Turner Department Store 843 E. New Haven Avenue Melbourne, FL 32901
Scott Turner	c/o The Turner Law Firm 7270 Cabot Court, Suite 101 Viera, FL 32940
Tom White	c/o Kemper CPA Group 1800 W. Hibiscus Blvd., Suite 125 Melbourne, FL 32901

#### **ARTICLE IX – BYLAWS**

The Bylaws of the corporation shall be initially approved by a majority vote of the Board Members, and thereafter may be altered or rescinded by a majority vote of the Members at the annual meeting of the members or a duly call meeting of the Members in accordance with the Bylaws.



## **ARTICLE X – AMENDMENTS TO THE ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law.

## **ARTICLE XI – DISSOLUTION**

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, anyone or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, or the corporation shall inure of the benefit of a private individual.

## **ARTICLE XII – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be:

650 N. Apollo Boulevard  
Melbourne, FL 32935

The name of the initial registered agent of this corporation shall be:

James C. Kendig, Jr.

## **ARTICLE XIII – CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The principal office and/or mailing address of this corporation shall be:

650 N. Apollo Boulevard  
Melbourne, FL 32935

## **ARTICLE XIV – INCORPORATION**

The following is the name and street address of the incorporator signing these

Articles:

James C. Kendig, Jr.  
C/O Health First, Inc.  
1350 South Hickory Street  
Melbourne, FL 32901

IN WITNESS WHEREOF, I have set my hand and seal this 14<sup>th</sup> day of  
February, 20 06.

STATE OF FLORIDA

COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of  
February, 20 06.

Ann M. Gates

Signature of Notary Public

ANN M. GATES

(Print Notary Name)

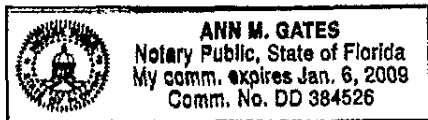
My Commission Expires: JANUARY 6, 2009

Commission No.: DD 384526

☒ Personally know, or

☐ Produced Identification

Type of Identification produced:



**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent in the Articles of Incorporation of  
the Melbourne Police Foundation, Inc., I hereby accept and agree to act in this capacity.

A handwritten signature in dark ink, appearing to read "James C. Kendig", is written over a horizontal line.

James C Kendig

(Printed Registered Agent Name)

& INCORPORATOR