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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**ADAMS CHARITABLE FOUNDATION, INC.**

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FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ADAMS CHARITABLE FOUNDATION, INC.**

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FILED  
6 APR 27 AM 9:02  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

The undersigned hereby forms a corporation not for profit under Chapter 617.01 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be ADAMS CHARITABLE FOUNDATION, INC.

**ARTICLE II - PURPOSES**

The purposes for which the corporation is organized are educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding Section of any future United State Internal Revenue law) including the making of distributions to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future united State Internal Revenue law)

In particular, the Corporation shall provide educational programs and community service programs, serve as a clearing house to solicit volunteers for various charitable projects, support the arts and cultural activity, youth, health care, public facilities (such as parks), and education in the greater Central Florida area, including but not limited to, the Polk, Osceola, Hillsborough, Lake and Highlands County areas and perform such other charitable and educational activities as the Board of Directors may designate.

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In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to Chapter 617, Laws of Florida.

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 170(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 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.

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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 the powers granted it by Chapter 617, laws of the State of Florida and specifically all powers which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to 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.

### ARTICLE IV - MEMBERS

This Corporation shall have no Members.

### ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

### ARTICLE VI - EXECUTIVE COMMITTEE/OFFICERS

The affairs of the corporation shall be managed by an Executive Committee elected by a majority vote of the Board of Directors from among the current members of the Board of Directors consisting of a President, Vice President, Secretary and Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his/her election by a majority of the Board of Directors

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at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

#### ARTICLE VII - NAMES OF OFFICERS

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

<u>Name</u>	<u>Office</u>
Robert J. Adams	President
D. Joel Adams	Vice President
Kevin A. Chinoy	Secretary/Treasurer

#### ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be five (5), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Robert J. Adams	3020 South Florida Avenue, Suite 101 Lakeland, Florida 33803
D. Joel Adams	3020 South Florida Avenue, Suite 101 Lakeland, Florida 33803
Albert B. Cassidy	3020 South Florida Avenue, Suite 101 Lakeland, Florida 33803
Steven L. Cassidy	3020 South Florida Avenue, Suite 101 Lakeland, Florida 33803
Kevin A. Chinoy	3020 South Florida Avenue, Suite 101 Lakeland, Florida 33803

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The number of directors shall be fixed in the Bylaws of this corporation.

Directors shall be elected as provided in the Bylaws of this corporation.

#### ARTICLE IX - BYLAWS

The Bylaws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Directors at the annual meeting of the Directors or at a duly called meeting of the Directors 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, a corporation qualified as tax-exempt as a public charity under Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended from time to time) or to the State of Florida. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to 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:

301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

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

William A. Boyles

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

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

3020 South Florida Avenue, Suite 101  
Lakeland, Florida 33803

**ARTICLE XIV - INCORPORATOR**

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

Articles:

William A. Boyles  
301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

IN WITNESS WHEREOF, I have set my hand and seal this 27 day of April,

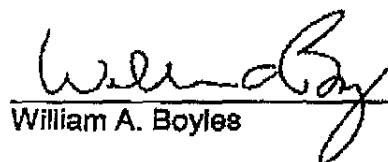
2006.

  
William A. Boyles

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent in the Articles of Incorporation of  
ADAMS CHARITABLE FOUNDATION, INC., I hereby accept and agree to act in this  
capacity.

Dated: April 27, 2006.

  
William A. Boyles

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TALLAHASSEE, FLORIDA