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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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July 7, 2006

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

RE: EPS FOUNDATION, INC.

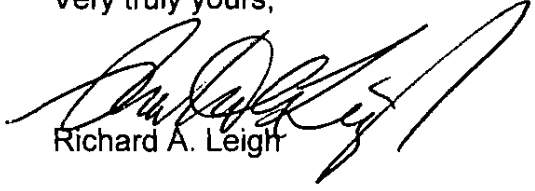
Gentlemen:

I enclose herewith an original and one copy of the Articles of Incorporation for EPS FOUNDATION, INC., together with our check in the amount of \$78.75 to cover the following:

1.	Filing Articles of Incorporation	\$35.00
2.	Certified copy of Articles of Incorporation	8.75
3.	Registered Agent Fee	<u>35.00</u>
	Total	<u>\$78.75</u>

Please return the certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,


Richard A. Leigh

RAL/gm
Enclosures

FILED

ARTICLES OF INCORPORATION

OF

EPS FOUNDATION, INC.

06 JUL 10 PM 3:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation is EPS FOUNDATION, INC.

ARTICLE II. PURPOSE

The general nature of the objectives and purposes of this corporation shall be:

A. To provide scholarships for needy students of Osceola County, Florida and grant assistance to public school teachers and schools for teaching aids and equipment.

B. This corporation shall not be organized for the pecuniary or business profit of its members, trustees, directors, officers or any other individuals connected with this corporation.

C. To acquire by gift or purchase, hold, sell, convey, assign, mortgage or lease any property, real or personal, for said charitable purpose as the Board of Directors in their discretion may determine.

D. To borrow money and to issue evidence in the furtherance of any or all of the objects of its business, and to secure loans by mortgage, pledge, deed of trust or other lien.

E. To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

F. The purposes for which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III. MEMBERS

The foundation shall have no members.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V. SUBSCRIBERS

The names and residences of the subscribers to these Articles are:

DONALD R. ROGERS
4159 Bob White Trail
St. Cloud, Florida 34772

GLORIA P. ROGERS
4159 Bob White Trail
St. Cloud, Florida 34772

BESSIER M. ROGERS
6121 Bass Highway
St. Cloud, Florida 34771

ARTICLE VI. OFFICERS

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the corporation until the First Meeting of the Board of Directors and their residences are:

DONALD R. ROGERS	PRESIDENT
4159 Bob White Trail	
St. Cloud, Florida 34772	

LONNIE BECKELL	VICE PRESIDENT
1904 Excalibur Drive	
Orlando, FL 32822	

DENISE PERA	SECRETARY
c/o Donald R. Rogers	
4159 Bob White Trail	
St. Cloud, Florida 34772	

GLORIA P. ROGERS	TREASURER
4159 Bob White Trail	
St. Cloud, Florida 34772	

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have five (5) Directors initially. The number

of Directors may be increased from time to time by the Bylaws, but shall never be less than five (5) or more than nine (9).

Section 2. Members of the Board of Directors shall be located and hold office in accordance with the Bylaws.

Section 3. The names and residences of the persons who are to serve as Directors for the ensuing year or until the First Annual Meeting of the corporation are:

DONALD R. ROGERS
4159 Bob White Trail
St. Cloud, Florida 34772

GLORIA P. ROGERS
4159 Bob White Trail
St. Cloud, Florida 34772

BESSIER M. ROGERS
6121 Bass Highway
St. Cloud, Florida 34771

LONNIE BECKELL
1904 Excalibur Drive
Orlando, FL 32822

VICE PRESIDENT

DENISE PERA
c/o DONALD R. ROGERS
4159 Bob White Trail
St. Cloud, Florida 34772

SECRETARY

ARTICLE VIII. BYLAWS

Section 1. The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary, from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX. AMENDMENTS

Section 1. Articles of Incorporation may be amended at a Special Meeting of the Board of Directors for that purpose by two-thirds of vote of those present.

Section 2. Amendments may also be made at a Regular meeting of the Board of Directors upon notice given as provided by the Bylaws of intention to submit such amendments.

ARTICLE X. LOCATION

The location of this corporation shall be in Osceola County, Florida, and the initial principal office address shall be 4159 Bob White Trail, St. Cloud, Florida 34772.

ARTICLE XI. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or private individuals, but 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. It is intended that this Corporation shall have and continue to have the status of a Corporation which is exempt from federal taxation under Section 501(a) of the Code, and as an organization described in Section 501(c)(3) hereof. These Articles of Incorporation shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the corporation shall consist of participating in or intervening in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Notwithstanding anything to the contrary hereinbefore contained, the corporation shall make distribution for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of said Code; and the corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of said Code), retain any excess business holdings (as defined in Section 4943(c) of said Code), make any investments in such manner as to subject the corporation to tax under Section 4944 of said Code, or make any taxable expenditures (as defined in Section 4045(d) of said Code).

Section 3. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the

corporation, distribute all of the assets of the corporation exclusively for charitable, educational or scientific purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes of this Article XI only if at the time of the distribution of such assets it is operated exclusively for the purposes described in Sections 170(c)(2)(B) and 501 (c)(3) of the Code.

Section 4. The following actions shall require a vote of such number of directors as is specified in the Bylaws:

(A) Liquidation or dissolution of the corporation;

(B) Merger, consolidation or transfer of substantially all the assets of the corporation; and

(C) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation of new Articles of Incorporation.

Section 5. Any reference in these Articles of Incorporation to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States Internal Revenue Law.

ARTICLE XII. RESIDENT AGENT

The Resident Agent of this corporation, initially, and his address is as follows:

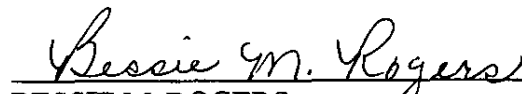
RALPH V. HADLEY, JR.
1031 W. Morse Blvd., Suite 350
Winter Park, Florida 32789

DATED: June 23, 2006

"INCORPORATORS"


DONALD R. ROGERS


GLORIA P. ROGERS


BESSIE M. ROGERS

STATE OF FLORIDA
COUNTY OF Oseola

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared DONALD R. ROGERS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 23 day of June, 2006.

JOANNA R. EDWARDS
Notary Public, State of Florida
My comm. exp. Jan. 23, 2007
Comm. No. DD 179654

Joanna R Edwards
Notary Public Signature
Joanna R Edwards
Notary Public Printed Name
My Commission Expires: Jan 23, 2007

STATE OF FLORIDA
COUNTY OF Oseola

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared GLORIA P. ROGERS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 23 day of June, 2006.

JOANNA R. EDWARDS
Notary Public, State of Florida
My comm. exp. Jan. 23, 2007
Comm. No. DD 179654

Joanna R Edwards
Notary Public Signature
Joanna R Edwards
Notary Public Printed Name
My Commission Expires: Jan 23, 2007

STATE OF FLORIDA
COUNTY OF Osceola

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared BESSIE M. ROGERS, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 23 day of June, 2006.

JOANNA R. EDWARDS
Notary Public, State of Florida
My comm. exp. Jan. 23, 2007
Comm. No. DD 179654

Joanna R Edwards
Notary Public Signature

Joanna R Edwards
Notary Public Printed Name

My Commission Expires: Jan 23, 2007

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

The undersigned, having been named to accept service of process for EPS FOUNDATION, INC., at the place designated in the Articles of Incorporation of said corporation, hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.


RALPH V. HADLEY
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA