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FLORIDA PROFIT/NON PROFIT CORPORATION

The Peter H. Bos, Jr. Foundation, Inc.

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION
FOR
THE PETER H. BOS, JR. FOUNDATION, INC.

THE UNDERSIGNED, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

Article I
NAME

The name of the corporation shall be **THE PETER H. BOS, JR. FOUNDATION, INC.** ("the Corporation").

Article II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the Corporation shall be:

4100 Legendary Drive, Suite 200
Destin, Florida 32541

Article III
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended ("the Code"). The specific purposes for which the Corporation is formed are as follows:

- A. To support and carry out charitable and educational functions allowed by supporting organizations described in Section 509(a)(3) of the Code.
- B. To perform such other acts and conduct such other activities as permitted by Florida law.

In furtherance thereof, the Corporation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through grants or contributions to any charitable organization or organizations, exclusively for charitable or educational

purposes, and engage in any lawful act or activity for which nonprofit corporations may be organized under Florida law.

**Article IV
MANNER OF ELECTION OF DIRECTORS**

The Board of Directors shall be vested with the management and control of the affairs of the Corporation. There shall be at least three Directors, who shall be elected or appointed as provided by the By-Laws.

**Article V
LIMITATION OF CORPORATE POWERS**

The corporate powers of this Corporation are as provided in Sections 617.0302 and 617.0303, Florida Statutes, as now in effect or as may hereafter be amended, except insofar as such powers are inconsistent with the qualification or continued qualification of the Corporation as an organization exempt from tax under Section 501(c)(3) of the Code and classified as a supporting organization under Section 509(a)(3) thereof.

**Article VI
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the initial registered agent are as follows:

*Dana C. Matthews, Esq.
4475 Legendary Drive
Destin, Florida 32541*

**Article VII
Incorporator**

The name and street address of the incorporator for these Articles of Incorporation is as follows:

*Dana C. Matthews, Esq.
4475 Legendary Drive
Destin, Florida 32541*

Article VIII Operations of Corporation

Provisions for the regulation of the internal affairs of the Corporation, including provisions for distribution of assets on dissolution or final liquidation, are as follows:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or officer of the Corporation, or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of Florida), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

C. During any period, or periods, of time for which the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Directors must make distributions at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from investing in or retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the Corporation to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the Directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

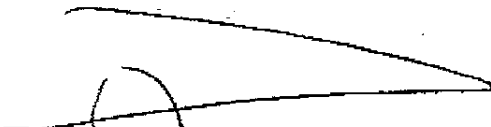
D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by an organization described in Section 509(a)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed as the Directors shall determine to such organization or

organizations that are then so qualified. In no event shall any of such assets or property be distributed to any Director or officer of the Corporation, or to any private individual.

F. The period of existence of the Corporation is perpetual.


IN WITNESS WHEREOF, the undersigned subscribes these Articles of Incorporation this 25th day of August, 2006.



Dana C. Matthews

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts appointment as registered agent of this Corporation, pursuant to Section 617.0501, Florida Statutes.



Dana C. Matthews