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## FLORIDA PROFIT/NON PROFIT CORPORATION

### TC DIETER CORP

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
TC DIETER CORP.**

The undersigned, acting as incorporator(s) of a Corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation not-for-profit shall be **TC DIETER CORP.**, hereinafter referred to as "CORPORATION".

**ARTICLE II - INITIAL ADDRESS AND DURATION**

Said CORPORATION shall have its initial principal office in Tierra Verde, Pinellas County, Florida at 152 1<sup>st</sup> Avenue North, Tierra Verde, Florida 33715. The mailing address shall be P.O. Box 20052, Tampa, Florida 33622.

The period of duration of this CORPORATION is perpetual unless dissolved according to law. CORPORATION existence shall commence upon the date this CORPORATION is approved by the Secretary of State, Tallahassee, Florida.

**ARTICLE III - PURPOSE**

To perform all functions and to have all powers as permitted by Chapter 617, Florida Statutes, and such power as corporations not-for-profit may otherwise now or hereafter have or acquire; provided, however, that this CORPORATION, in exercising any one or more of such powers, shall do so in furtherance of the exempt purpose for which it has been organized and will be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the Federal, State, or Local government for exclusive public purposes, including religious, charitable, scientific, literary, and educational purposes ("Charitable purposes"). This is to include the power and authority to accept gifts, devises, and other contributions for charitable purposes, to hold and administer funds and properties received, and to expend, contribute, and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes. This provision, however, will not be deemed to limit collateral activities, which this CORPORATION may engage in for which tax exempt status is not sought.

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#### **ARTICLE IV - MEMBERSHIP**

There shall be no membership in this CORPORATION but recipients of its services.

#### **ARTICLE V - MANNER OF ELECTION OF DIRECTORS / OFFICERS**

The affairs of this CORPORATION shall be managed by a Board of Directors and their duly elected or appointed individual successors, subject to the control of said Board, by the Officers of this CORPORATION. Members of the initial Board of Directors and Officers shall be until successors are elected and number of members, terms of office, manner of selection, and powers and duties and responsibilities shall be set forth in the Bylaws. The number of the members constituting the initial Board of Directors, whose number shall not be less than three (3), shall be three (3), and the names and residence of the initial Directors of the CORPORATION who are to serve until the first election or appointment as set forth in the Bylaws shall be:

##### **Name and Title**

##### **Residence**

Terri C. Dieter  
Chairman of the Board, Director

152 1<sup>st</sup> Avenue North  
Tierra Verde, FL 33715

Gayle L. Coffman  
Director

341 6<sup>th</sup> Avenue North  
Tierra Verde, FL 33715

Gay L. Woodall  
Director

1530 Villa Capri Circle #307  
Odessa, FL 33556

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The officers of this CORPORATION shall be a President, a Vice President, a Secretary, and a Treasurer. In addition, the Board of Directors may elect or appoint one or more Assistant Secretaries and Assistant Treasurers, as set forth in the Bylaws. The names and residence of the initial Officers of the CORPORATION who are to serve until the first election or appointment as set forth in the Bylaws shall be:

**Name and Title****Residence**

Terri C. Dieter  
President

152 1<sup>st</sup> Avenue North  
Tierra Verde, FL 33715

Gayle L. Coffman  
Vice President

341 6<sup>th</sup> Avenue North  
Tierra Verde, FL 33715

Gay L. Woodall  
Secretary/Treasurer

1530 Villa Capri Circle #307  
Odessa, FL 335563

**ARTICLE VI - LIMITATIONS**

The Board of Directors shall have the exclusive power to adopt, alter or rescind Bylaws, and to propose and adopt amendments to these Articles of Incorporation in the manner prescribed from time to time by the Bylaws; provided, however, that any such action shall be consistent with the purposes for which this CORPORATION was organized and not inconsistent with law.

No part of the income or principal of this CORPORATION shall inure to the benefit of any private person or individual, including any member, director, or officer of this CORPORATION. No part of the activities of the CORPORATION shall consist of carrying on propaganda, or otherwise attempting to influence legislation. This CORPORATION shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. This CORPORATION shall not engage in any transaction defined as "prohibited" under Section 503 of the Internal Revenue Code.

In the event of the termination of this CORPORATION for any reason whatsoever, all of its remaining assets, after payment of any valid claims against it, shall be paid over to organizations which are described in Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the Federal, State, or Local government for exclusive public purposes.

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Notwithstanding any other provision hereof, this CORPORATION shall conduct or carry on only activities which are permitted to be conducted or carried on by an organization (1) exempt from Federal income taxes under 501(c)(3) of the Internal Revenue Code, (2) contributions to which are deductible from the taxable income of the donor under Section 170(c)(2) of the Internal Revenue Code, (3) gifts to which are deductible for Federal gift tax purposes under Section 2522(a)(2) of the Internal Revenue Code, and (4) testamentary dispositions to which are deductible for Federal estate tax purposes under Section 2055(a) of the Internal Revenue Code. Any reference in these Articles of Incorporation to any section of the Internal Revenue Code shall be deemed to mean such section as it now exists or as it may hereafter be amended, supplemented, or superseded.

#### **ARTICLE VII - REGISTERED OFFICE, AGENT, AND ACCEPTANCE**

The address of the initial Registered Office of the CORPORATION shall be 152 1<sup>st</sup> Avenue North, Tierra Verde, FL 33715; and the name of its initial Registered Agent at such address is Terri C. Dieter.

Having been named to accept service of process for the above named corporation at the above listed address, I hereby accept to act in this capacity, and agree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

  
ACCEPTED BY REGISTERED AGENT

#### **ARTICLE VIII - INCORPORATORS**

The initial subscriber(s) to these Articles of Incorporation and their residence address is as follows:

##### **Name**

Terri C. Dieter  
President

##### **Residence**

152 1<sup>st</sup> Avenue North  
Tierra Verde, FL 33715

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IN WITNESS WHEREOF the undersigned subscriber(s) has, pursuant to Chapter 617, Florida Statutes, executed these Articles of Incorporation for a Not-For-Profit Corporation and acceptance of Registered Agent. Sworn to and subscribed before me this 29<sup>th</sup> day of MAY 2006.



Terri C. Dieter, Subscriber,  
Chairman of the Board and President

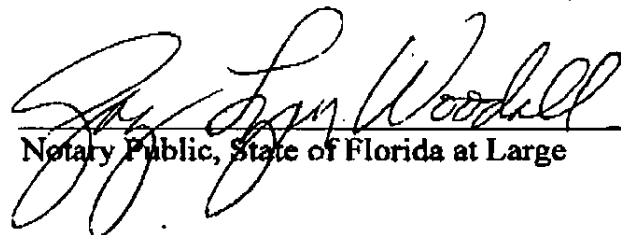
**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared Terri C. Dieter and Terri C. Dieter to me is well known to be the individual who executed the foregoing Articles of Incorporation and acceptance of Registered Agent, acknowledged before me, according to law, that they made and subscribed the same for the purposes mentioned above and set forth. Sworn to and subscribed before me this 29<sup>th</sup> day of MAY, 2006.

My Commission Expires:



Gay Lynn Woodall  
Commission # DD444029  
Expires June 23, 2009  
Notary Public - Hillsborough Co. 813-444-7810

  
Notary Public, State of Florida at Large

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