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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/24/07

COVER LETTER

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

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07 APR 23 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Memorial Scholarships, 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
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Suzanne Sordmha
Name (Printed or typed)

127 Faith Way
Address

Jupiter FL 33458
City, State & Zip

561-758-1563
Daytime Telephone number

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

ARTICLES OF INCORPORATION
For the
Memorial Scholarships, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

The undersigned citizens of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida, certify and acknowledge the following:

ARTICLE I. NAME

The name of the Corporation Not for Profit shall be the Memorial Scholarships, Inc. ("Corporation").

ARTICLE II. DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE & MAILING ADDRESS

The principal office and mailing address of the Corporation shall be 126 Center Street, Suite 2B, Jupiter, Florida 33458; and 127 Faith Way, Jupiter, Florida 33458.

ARTICLE IV. PURPOSE

The Corporation is organized exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.

ARTICLE V. ELECTION OF CORPORATE DIRECTORS

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

ARTICLE VI. POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.

ARTICLES OF INCORPORATION
For the
Memorial Scholarships, Inc.

2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may be amended.
- 4 In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.
5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992-2 C.B. 411-12, as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly..

ARTICLE VII. MEETINGS

- 1.) After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.
- 2.) The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

ARTICLE VIII. INCORPORATORS

The names and addresses of the Incorporators are:

Fernando Sardinha, Jr. and
Suzanne Sardinha
both at
127 Faith Way
Jupiter, Florida 33458-3919

ARTICLE IX. DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the Federal government for a public purpose.

ARTICLES OF INCORPORATION
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ARTICLE X. REGISTERED AGENT AND OFFICE

The Registered Agent and Registered Office of the Corporation are
Suzanne Sardinha
127 Faith Way
Jupiter, FL 33458-3919.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of the Memorial Scholarships, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 20 day of April, 2007.

By:


Suzanne Sardinha
Registered Agent

Date: 4/20/2007


Signature/Incorporator
Fernando Sardinha, Jr.


Signature/Incorporator
Suzanne Sardinha

Date: 4/20/2007

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