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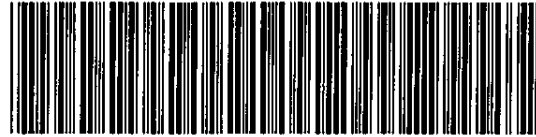
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TALLAHASSEE, FLORIDA

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Law Office
EDWARD R. ALEXANDER, P.L.

A Florida Professional Limited Liability Company

EDWARD R. ALEXANDER, JR.
Attorney-at-Law
ed@OrlandoBusinessLawyer.com

SUNTRUST CENTER
200 SOUTH ORANGE AVENUE
SUITE 1220
ORLANDO, FLORIDA 32801

TELEPHONE: (407) 649-7777
FACSIMILE: (407) 316-8969
OrlandoBusinessLawyer.com

May 9, 2007

Secretary of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation for Timber Creek High School Fund, Inc.

Dear Sir/Madam:

Enclosed please find two (2) copies of the articles of incorporation for Timber Creek High School Fund, Inc., together with a check in the amount of \$70.00, to cover the filing fee. Please file the articles of incorporation and send a stamped copy to the above address.

If you have any questions or need further information, please do not hesitate to contact me at the above telephone number. Thank you for your assistance.

Very truly yours,



Edward R. Alexander, Jr.

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TIMBER CREEK HIGH SCHOOL FUND, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a not for profit corporation under the laws of the State of Florida.

ARTICLE I. Name

The name of this Corporation shall be:

TIMBER CREEK HIGH SCHOOL FUND, INC.

ARTICLE II. Principal Office

The address of the principal office and mailing address of the Corporation is: 1001 Avalon Park Blvd., Orlando, FL 32828.

ARTICLE III. Purpose and Activities

Section 1. The Corporation is organized exclusively for charitable, scientific, educational, and literary purposes, including, for such purposes, supporting the educational purposes of Timber Creek High School, an Orange County, Florida, public school, and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"). Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (A) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (B) by a corporation, where contributions to such corporation are deductible under Section 170(c)(2) of the Code.

Section 2. Subject to the limitations set forth in ARTICLE III, Section 1, the Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

Section 3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers, or other private persons, except that 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 this Article, subject to the other limitations set forth in these Articles pertaining thereto. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in

(including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 4. In the event the Corporation is classified as a private foundation under the Code, then the Corporation: (A) shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under the Code, and (B) shall not engage in any act of self-dealing, retain any excess business holdings, make any investments in such manner as to subject itself to Federal income tax, nor make any taxable expenditures (all as defined in the applicable sections of the Code).

ARTICLE IV. Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V. Membership

Any reputable person, association, corporation, limited liability company, partnership or other entity who: (A) is interested in the general welfare of Timber Creek High School; (B) pays the dues as determined, from time to time by the Board of Directors; (C) meets such additional qualifications for membership as may be established from time to time by the Board of Directors of the Corporation; and (D) agrees to be bound by the articles of incorporation of the Corporation, the Bylaws of the Corporation, and any rules and regulations adopted, from time to time, by the Board of Directors of the Corporation; shall eligible for membership in the Corporation. The Board of Directors may, from time to time, establish different classes of membership, provided that there shall be at least one class of membership at all times. Each person so admitted shall be a "Member" for purposes of these bylaws. No Member of this Corporation shall be personally liable for any corporate obligations nor be subject to any assessment.

ARTICLE VI. Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 200 S. Orange Ave., Ste. 1220, Orlando, FL 32801, and the name of the initial registered agent of this Corporation at that address is Edward R. Alexander, P.L.

ARTICLE VII. Directors

Section 1. The initial number of Directors of this Corporation shall be one (1).

Section 2. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws of this Corporation, but there shall always be at least one Director. The terms of the members of the Board of Directors may, in accordance with the Bylaws of this Corporation, be in excess of one (1) year, but not more than three (3) years. The terms of the members of the Board of Directors may staggered in up to three (3) approximately equal groups. The Board of Directors shall thereafter be self perpetuating.

Section 3. Directors, as such, shall not receive compensation for their services. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

Section 4. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

Section 5. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Darrell D. Garvey	215 North Eola Drive Orlando, FL 32801

Section 6. Members of the Board of Directors shall be elected and may be removed in accordance with the Bylaws of the Corporation.

Section 7. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled for the balance of the term of such Director by the remaining members of the Board of Directors of this Corporation.

ARTICLE VIII. Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Darrell D. Garvey	215 North Eola Drive Orlando, FL 32801

ARTICLE IX. Amendment to Articles

These Articles of Incorporation may be amended by the Board of Directors and otherwise in the manner provided by law.

ARTICLE X. Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the members entitled to vote thereon, and the members may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI. Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the

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Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of April 26, 2007.


Darrell D. Garvey

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of TIMBER CREEK HIGH SCHOOL FUND, INC.


Edward R. Alexander, P.L.