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BUSH ROSS P A

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**FOREIGN PROFIT/NONPROFIT CORPORATION**

**THE KATIE FROESCHLE FOUNDATION, INC.**

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**J. Shivers MAY 16 2007**

ARTICLES OF INCORPORATION  
OF  
THE KATIE FROESCHLE FOUNDATION, INC.

(A FLORIDA NOT FOR PROFIT CORPORATION)

The undersigned, hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a not for profit corporation under Chapter 617, *Florida Statutes*, and to that end do hereby set forth the following:

ARTICLE I  
NAME

The name of the corporation is THE KATIE FROESCHLE FOUNDATION, INC.. Pending any change authorized by the Corporation's Board of Directors, its principal office address is 220 S. Franklin St., Tampa, Florida 33602, and its mailing address shall be Bush Ross, P.A., Attention: Jeffery A. Froeschle, P.O. Box 3913, Tampa, Florida 33602-3913.

ARTICLE II  
ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 220 S. Franklin Tampa, Florida 33602, and the name of the Registered Agent of this Corporation at that address is Randy K. Sterns.

ARTICLE III  
PURPOSE

The Corporation shall be organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. To carry out this objective, the Corporation shall be authorized to carry out the following activities:

- (a) to make gifts or grants to organizations that qualify as exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code or are governmental agencies, institutions or universities, including Florida State University;
- (b) to provide scholarship grants and assistance to students that may otherwise lack sufficient resources to enroll in and complete a post-secondary school degree;
- (c) to support, and assist in the recovery of family members, friends, and colleagues of persons who are murdered in connection with a violent crime;
- (d) to sponsor, support and promote organizations that qualify as exempt organizations under the provisions of Section 501(c)(3) of the Internal Revenue Code and that provide counseling, support, training and other related assistance to family members, friends and colleagues of victims of violent crimes;

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(e) to sponsor, promote and undertake exclusively charitable and educational activities as an exempt organization under §501(c)(3) of the Code;

(f) to receive and administer funds and gifts made for charitable and community purposes and, to that end, take title to and hold by contract, bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, real, personal and mixed, without limitations as to amounts or value, except as such limitations may be imposed by law;

(g) the Corporation shall have the powers to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of said Corporation;

(h) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a Corporation Not for Profit under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended;

(i) to collect funds in furtherance of the Corporation's objectives, to prudently expend all funds received and disburse the net interest and other earnings that may be received in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives;

(j) no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(k) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 509(a)(1) or (2) of the Code; and

(l) to perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and this charter.

#### ARTICLE IV MEMBERSHIP

The Corporation shall be organized as an entity without members.

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ARTICLE V  
INCORPORATORS

The names and addresses of the Incorporators of this Corporation are:

NAME	ADDRESS
Randy K. Sterns	Bush Ross, P.A. 220 S. Franklin Street Tampa, Florida 33602

ARTICLE VI  
BOARD/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, who shall elect officers as follows: President, Vice-President, Secretary and Treasurer, which officers shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

The names and addresses of the initial Board and the office which they will respectively hold until their successors are elected and qualified are as follows:

Jeffery Froeschle  
President  
751 Pinellas Bayway S. #308  
Tierra Verde, FL 33715

Tracie Domino  
Vice-President  
14511 Mirabelle Vista Circle  
Tampa, FL 33626

Mary Margaret Schexnayder  
Secretary  
2008 Obrapia St. #8  
Tampa, FL 33629

Tyler Dencault  
Treasurer  
3509 Oak St. N.E.  
St. Petersburg, FL 33704

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ARTICLE VII  
AMENDMENTS

The Articles of Corporation and Bylaws of this Corporation may be amended, altered or rescinded at any regular meeting or a special meeting of the membership of the Board of Directors, by a majority vote of the board membership present.

ARTICLE VIII  
BYLAWS

Subject to any limitations set forth in the laws of Florida, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE IX  
TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE X  
DISTRIBUTION OF ASSETS

In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of the Internal Revenue Code, or to the Federal, State or Local government for exclusive public use.

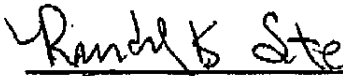
Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) an entity exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code or (b) an entity to which contributions are deductible under Section 170(c)(2) of the United States Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Code.

ARTICLE XI  
DEFENSE AND INDEMNIFICATION  
OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct."

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IN WITNESS WHEREOF, the undersigned, being the subscribers of this Corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 15<sup>th</sup> day of May, 2007.



Randy K. Sterns, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent 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.



Randy K. Sterns, Registered Agent

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