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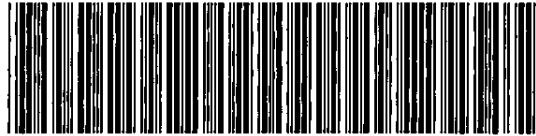
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2007 MAY 29 A 8:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE MAY 31 2007

LAW OFFICE OF FRANK J. PYLE

FRANK J. PYLE, JURIS DOCTOR
LIVING TRUSTS & PROBATE ATTORNEY

401 WEST COLONIAL DRIVE, SUITE 4
ORLANDO, FLORIDA 32804-6855
TELEPHONE: (407) 872-1965
FACSIMILE: (407) 872-1930

May 24, 2007

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

Re: Michael Callin Memorial Scholarship Fund, Inc., Articles of Incorporation

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation for Michael Callin Memorial Scholarship Fund, Inc.

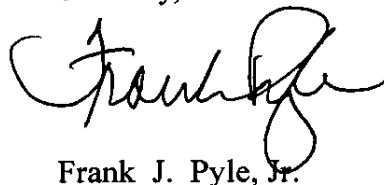
Please file these, registering Michael Callin Memorial Scholarship Fund, Inc., as a not-for-profit corporation in the State of Florida, and forward a Certificate of Status at your earliest convenience.

My check in the amount of \$78.75 is enclosed to cover the cost of the following:

Filing Fee	35.00
Resident Agent Designation (contained within the Articles)	35.00
Certificate of Status	<u>8.75</u>
Total	\$78.75

Thank you for your attention to this matter.

Sincerely,



Frank J. Pyle, Jr.

FJP/ccb
Enclosure(s)

cc:

**ARTICLES OF INCORPORATION
OF**

**MICHAEL CALLIN MEMORIAL
SCHOLARSHIP FUND, INC.**

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2007 MAY 29 A 8:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS that the undersigned, being a natural person of the age of eighteen (18) or more and acting as incorporator of a corporation under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), adopts the following for such corporation:

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

Section 1. The name of the corporation shall be know as the "MICHAEL CALLIN MEMORIAL SCHOLARSHIP FUND, INC.", and the corporation shall be located in the geographical boundaries of Orange County, Florida.

Section 2. The street address of the initial principal office of the corporation and mailing address of the corporation shall be: 10516 Bastille Lane, #104, Orlando, Florida 32836.

ARTICLE II - DURATION

Section 1. The term of existence of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The purposes for which this corporation is organized are:

Section 1. The Fund is for educational purposes, established to provide college or vocational school scholarships for high school graduates who were active participants in the Junior Reserve Officers Training Corps (JROTC) program at Oviedo (Florida) High School. Benefits may be expanded to include participants in JROTC programs at other high schools upon discretion of the Board of Directors, consistent with the Bylaws.

Section 2. The Corporation will be managed, and funds distributed, through a Board of Directors.

Section 3. The corporation may engage in any other lawful purpose or purposes permitted to be engaged in by not-for-profit corporations and may exercise all rights and powers conferred on not-for-profit corporations under the laws of the State of Florida, provided however, that the corporation shall not engage in any activities or exercise any powers that are not in furtherance of the specific and primary charitable and educational purposes of the corporation.

Section 4. This corporation is organized exclusively for charitable, religious, educational and scientific purposes, and the making of distributions to organizations that qualify as exempt organizations under Section 503(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

Section 5. The corporation is, and shall remain, a corporation not-for-profit. The corporation is not organized, nor shall it be operated, for the primary purpose of generating pecuniary gain or profit, and it shall not distribute any gains, profits, or dividends to the members thereof, or to any individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, expenses incurred, and to make payments and distributions in furtherance of its specific and primary purposes.

ARTICLE IV - DIRECTORS

The affairs of the corporation shall be managed by a Board Of Directors. The number of Directors constituting the initial Board Of Directors shall be a minimum of four. Thereafter, the number and manner of election of the Directors shall be as provided in the Bylaws, but in no event shall the Board Of Directors consist of fewer than four members.

ARTICLE V - PROHIBITED ACTIVITIES

Section 1. No dividends shall be paid and no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, trustees, officers, or other private individual, unless they qualify for assistance as defined under the Bylaws.

Section 2. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation

- a. exempt from federal income tax 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), or
- b. contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VI - DISSOLUTION

In the event of dissolution of the corporation, the residual assets of the corporation remaining after payment of, or provision for payment of, all debts and liabilities of the corporation, shall be distributed by majority vote of the Board of Directors to one or more organizations, which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, exclusively to accomplish public purposes, and none of the assets will be distributed to any member, director, officer, or trustee of this corporation.

Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located.

In the event this corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, the corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986; shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986; and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

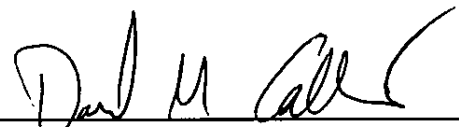
ARTICLE VII - REGISTERED AGENT

The name of the initial registered agent and street address of the initial registered office of the corporation shall be David M. Callin, 10516 Bastille Lane, #104, Orlando, Florida 32836.

ARTICLE VIII - NAME OF INCORPORATOR

David M. Callin, 10516 Bastille Lane, #104, Orlando, Florida 32836

IN WITNESS WHEREOF, the incorporator hereby sets his or her hand and seal this
23RD day of MAY, 2007.



David M. Callin (seal)

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on this 23RD day of
MAY, 2007, by David M. Callin, who is personally known to me or who has
produced _____ as identification.



NOTARY PUBLIC
My Commission Expires:



FRANK J. PYLE, JR.
MY COMMISSION # DD 621925
EXPIRES: February 28, 2011
Bonded Thru Budget Notary Services

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, David M Callin do hereby accept appointment as Registered Agent of MICHAEL CALLIN MEMORIAL SCHOLARSHIP FUND, INC., as provided in Article V of the foregoing Articles of Incorporation and do state that I am familiar with and accept the obligations of such Registered Agent as provided in Section 607.325 of the Florida Statutes.

David M Callin
David M. Callin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA