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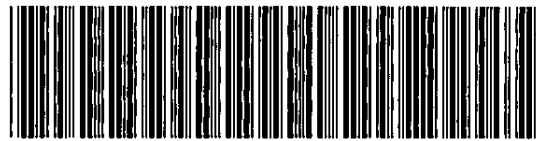
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DIVISION OF CORPORATIONS
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LAW OFFICE OF FRANK J. PYLE

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

October 12, 2007

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

Re: Michael Callin Memorial Scholarship Fund, Inc., Restated Articles of Incorporation
Letter Number 907A00037290

Gentlemen:

Enclosed are the original and one copy of the Restated Articles of Incorporation for Michael Callin Memorial Scholarship Fund, Inc., with the required Certificate.

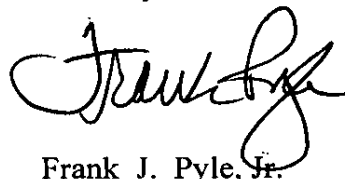
Please file these and return a Certificate Of Status and one certified copy of the Restated Articles in the enclosed SSAE.

My check in the amount of \$ 52.50 is enclosed to cover the cost of the following:

Filing Fee	35.00
Certified Copy	8.75
Certificate of Status	<u>8.75</u>
Total	\$ 52.50

Thank you for your attention to this matter.

Sincerely,



Frank J. Pyle, Jr.

FJP/ccb
Enclosure(s)

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RESTATED ARTICLES OF INCORPORATION OF

MICHAEL CALLIN MEMORIAL SCHOLARSHIP FUND, INC.

KNOW ALL MEN BY THESE PRESENTS that the undersigned, being a natural person of the age of eighteen (18) or more, and the incorporator, and acting as chairman of the board of directors of Michael Callin Memorial Scholarship Fund, Inc., 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 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. Said organization is organized exclusively for charitable, religious, 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 the corresponding provision of any future federal tax code.

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 part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof.

Section 2. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. 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 VI - DISSOLUTION

In the event of dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

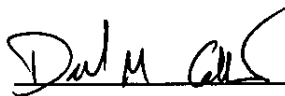
ARTICLE VII - REGISTERED AGENT

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

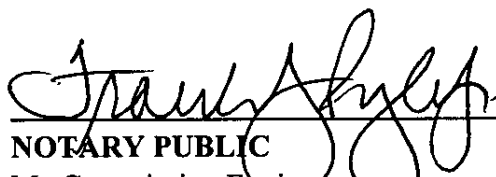
IN WITNESS WHEREOF, **DAVID M. CALLIN**, the incorporator and chairman of the board of directors, hereby sets his or her hand and seal this 11th day of October, 2007.



DAVID M. CALLIN, Chairman Board of Directors,
Michael Callin Memorial Scholarship Fund, Inc.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on this 11th day of October, 2007, by David M. Callin, who is personally known to me.



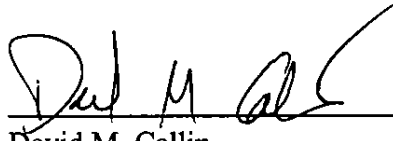
NOTARY PUBLIC
My Commission Expires: _____



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 reaffirm my acceptance of appointment as Registered Agent of MICHAEL CALLIN MEMORIAL SCHOLARSHIP FUND, INC., as provided in Article VII 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.

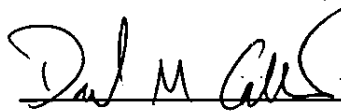


David M. Callin

**Certificate Regarding Restated Articles of Incorporation
For Michael Callin Memorial Scholarship Fund, Inc.**

(Letter Number: 907A00037290)

1. The attached Restated Articles Of Incorporation of Michael Callin Memorial Scholarship Fund, Inc., do not contain any amendment to the articles requiring member approval.
2. The board of directors of the corporation has adopted the attached Restated Articles Of Incorporation of Michael Callin Memorial Scholarship Fund, Inc.


_____(seal)
DAVID M. CALLIN, Chairman, Board of Directors,
Michael Callin Memorial Scholarship Fund, Inc.

**STATE OF FLORIDA
COUNTY OF ORANGE**

**Subscribed and sworn to before me on this 11th day of October, 2007,
by David M. Callin, who is personally known to me, or who produced a
Florida driver's license as identification..**



NOTARY PUBLIC
My Commission Expires:



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