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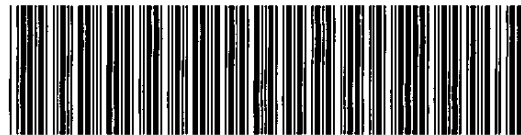
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

**SUBJECT:** Olga Jean Millington "Pay It Forward" Memorial Foundation, 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: Robert W. Pyles  
Name (Printed or typed)

1881 West Kennedy Boulevard  
Address

Tampa, Florida 33606  
City, State & Zip

(813) 225-1818  
Daytime Telephone number

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



RECEIVED

07 OCT 31 AM 8:00

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 23, 2007

ROBERT W. PYLES  
1881 WEST KENNEDY BOULEVARD  
TAMPA, FL 33606

SUBJECT: THE OLGA JEAN MILLINGTON "PAY IT FORWARD" MEMORIAL  
FOUNDATION  
Ref. Number: W07000052464

We have received your document for THE OLGA JEAN MILLINGTON "PAY IT FORWARD" MEMORIAL FOUNDATION. However, the document has not been filed and is being returned for the following:

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

An effective date may be added to the Articles of Incorporation if a 2008 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Regulatory Specialist II  
New Filing Section

Letter Number: 207A00062257

**ARTICLES OF INCORPORATION  
OF  
The Olga Jean Millington "Pay It Forward" Memorial Foundation, Inc.  
A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I  
Name of Corporation**

The name of the corporation is:  
**The Olga Jean Millington "Pay It Forward" Memorial Foundation, Inc.**

**ARTICLE II  
Principal Office**

The principal office of the corporation is located at:  
330 Leeward Island, Clearwater, Florida 33767.

**ARTICLE III  
Mailing Address**

The mailing address of the corporation is:  
330 Leeward Island, Clearwater, Florida 33767.

**ARTICLE IV  
Registered Agent**

The name of the registered agent of the corporation is:  
Wayne Millington, having a Florida address of 330 Leeward Island, Clearwater, Florida 33767.

**ARTICLE V  
Duration/Membership**

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**ARTICLE VI  
Board of Directors**

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

**ARTICLE VII  
Incorporators**

The name and address of the incorporator is:  
Wayne Millington, 330 Leeward Island, Clearwater, Florida 33767.

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TALLAHASSEE, FLORIDA

## **ARTICLE VIII**

### **Purpose**

- A. To engage in charitable, educational, religious, or scientific activities, including, for such purpose, the making of distributions to organizations and individuals that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- B. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
- C. To provide financial assistance in the form of payment for goods and/or services to those individuals or families (hereafter known as applicants) who are deemed in need. The reason for the need for assistance must be due to circumstances beyond the control of, or not caused by, the applicant. The assistance shall be in the form of actual payment by this Corporation for goods and/or services provided to the applicant. It shall not be in the actual form of cash. Gift cards are also an accepted form of assistance.
- D. To provide financial assistance for educational scholarship to graduates of Port Huron High School in Port Huron, Michigan, who otherwise could not afford to attend post-graduate studies.

## **ARTICLE IX**

### **Limitations**

- A. Corporate Purpose: Notwithstanding any other provision of these articles, this organization shall not carry on activities that are not permitted to be carried on by an organization exempt from Federal and state income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- B. No Private Inurement: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Member thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
- C. Lobbying and Political Campaigns: No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- D. Dissolution: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. If the Corporation holds

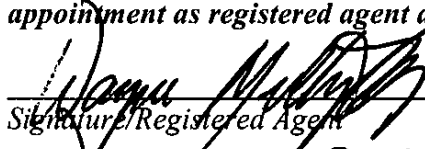
any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

**ARTICLE X**  
**Indemnification**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

**EXECUTION**

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Signature/Registered Agent

  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

  
\_\_\_\_\_  
Date

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**TALLAHASSEE, FLORIDA**