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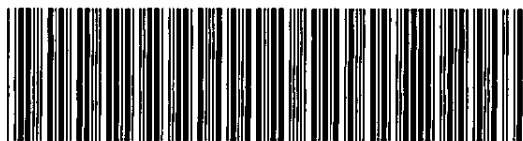
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08 FEB 13 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
2/13

NO8-4798

DELOACH & PETERSON, P.A.  
ATTORNEYS AT LAW

J. BOYD DELOACH  
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418 CANAL STREET  
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JAMES R. PROVENCHER  
OF COUNSEL



February 11, 2008

**FLORIDA DEPARTMENT OF STATE**

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

**Attention: Ruby Dunlap**  
**Regulatory Specialist II**  
**New Filings Section**

Re: Timmy Probst Helping Heart Music Scholarship Foundation, Inc.  
Reference Number: W08000004798  
Our File No. 08-13962

Dear Ms. Dunlap:

In regard to the above-referenced corporation, enclosed please find the corrected Articles of Incorporation, copy of same and a copy of your cover letter dated January 29, 2008. Please file said Articles and return to this office a conformed copy.

If you should require anything further to complete this matter please contact the undersigned.

Sincerely yours,

**CHRIS REMINGTON**  
**(Assistant to Sid C. Peterson, Jr.)**

/cmr  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 29, 2008

DELOACH & PETERSON, P.A.  
418 CANAL STREET  
NEW SMYRNA BEACH, FL 32170

SUBJECT: TIMMY PROBST HELPING HEART MUSIC SCHOLARSHIP  
FOUNDATION, INC.  
Ref. Number: W08000004798

We have received your document for TIMMY PROBST HELPING HEART MUSIC SCHOLARSHIP FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 245-6879.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

Letter Number: 608A00005938

**ARTICLES OF INCORPORATION**

**FILED**

**OF**

08 FEB 13 PM 4:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TIMMY PROBST HELPING HEART  
MUSIC SCHOLARSHIP FOUNDATION, INC.  
(A Florida Not For Profit Corporation)**

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME, PRINCIPAL OFFICE  
AND MAILING ADDRESS**

The name of this Corporation shall be: **TIMMY PROBST HELPING HEART MUSIC SCHOLARSHIP FOUNDATION, INC.**, with its principal office located at 1910 Enterprise Avenue, New Smyrna Beach, Florida 32168 and its corporate mailing address being P. O. Box 826, New Smyrna Beach, Florida 32170.

**ARTICLE II  
PURPOSE**

**TIMMY PROBST HELPING HEART MUSIC SCHOLARSHIP FOUNDATION, INC.** (hereinafter "*The Foundation*") shall be operated and organized not for pecuniary profit. The specific and primary purposes for which this corporation is organized are:

A. This corporation is being formed for the purpose of engaging in the transaction of any and all activities permitted under the laws of Florida and the United States of America, which are supportive of persons with a charitable scientific, literacy or educational need and those professionals who dedicate their life to the care of persons with such need.

B. This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual, except that reasonable compensation may be paid for services rendered on behalf of the corporation.

C. Notwithstanding any other provision of these Articles, the purpose of which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

D. This corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income by Section 4942 of the Internal Revenue Code, or the corresponding section of any further federal tax code.

E. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

F. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

G. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

H. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### ***ARTICLE III***

### ***P O W E R S***

A. The corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to nonprofit corporations, as now exist, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers and rights.

B. In exemplification, but not in limitation, the powers include those:

1.) To receive and hold by gift, bequest, devise, grant or purchase real and personal property; to invest, divest, and reinvest same; and, to use and disburse of the same for the purposes designated in Article II hereof.

2.) To act and perform the duties of Trustee or to act in any other fiduciary capacity which serves the interests described in Article II hereof.

C. This corporation, in exercising any one or more of such powers, shall do so only in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

D. This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation, Act, as amended.

**ARTICLE VI**  
**NONSTOCK CORPORATION**

This corporation is organized upon a nonstock basis and shall not issue shares of stock. No dividend shall be paid, and no part of the income of the corporation shall be distributed to its members, directors, or officers.

**ARTICLE V**  
**TERM OF EXISTENCE**

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

**ARTICLE VI**  
**REGISTERED AGENT**  
**AND**  
**INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of this Corporation in the state of Florida shall be:

**WILLIAM H. PROBST**  
1910 Enterprise Avenue  
New Smyrna Beach, Florida 32168

The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

**ARTICLE VII**  
**MEMBERSHIP**

The qualifications for members and the manner of their admission, the different classes of membership, the voting and other rights and privileges of members and the termination of membership, shall be as regulated by the by-laws.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

This Corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than three (3). The Board of Directors will be elected in accordance with the by-laws of this corporation.

**ARTICLE IX  
INITIAL DIRECTORS**

The names of the initial directors of this Corporation and their street addresses are:

<b>WILLIAM H. PROBST</b>	1910 Enterprise Avenue New Smyrna Beach, Florida 32168
<b>WANDA DENNIS YEASER</b>	156 Hazelwood River Road Edgewater, Florida 32141
<b>JOHN ACOSTA</b>	801 Ocean Avenue New Smyrna Beach, Florida 32169
<b>JUSTIN INNAMORATO</b>	2913 Nordman Avenue New Smyrna Beach, Florida 32169

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until his or her successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE X  
OFFICERS**

The officers of this Corporation shall be a President, Vice-President, Secretary and Treasurer, and any other office as the Board of Directors may deem necessary. The officers of this Corporation shall be elected in accordance with the by-laws of this corporation. Any two or more offices may be held by the same person.

**ARTICLE XI  
INITIAL OFFICERS**

The names of the initial officers of this Corporation and their street addresses are:

President	<b>WILLIAM H. PROBST</b> 1910 Enterprise Avenue New Smyrna Beach, Florida 32169
Vice-President	<b>JUSTIN INNAMORATO</b> 2913 Nordman Avenue New Smyrna Beach, Florida 32169
Secretary	<b>JOHN ACOSTA</b> 801 Ocean Avenue New Smyrna Beach, Florida 32169
Treasurer	<b>WANDA DENNIS YEASER</b> 156 Hazelwood River Road Edgewater, Florida 32141

**ARTICLE XII  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

**WILLIAM H. PROBST**  
1910 Enterprise Avenue  
New Smyrna Beach, Florida 32168

**ARTICLE XIII  
AMENDMENTS**

These Articles of Incorporation may be amended by an affirmative vote of the majority of those members present at the annual meeting or at a special meeting called for that purpose.

**ARTICLE XIV  
INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee or agent, and any former officer, director, employee or agent, to the full extent permitted by law.

**ARTICLE XV  
DISSOLUTION**

In the event this corporation should be dissolved for any cause, all of its assets and any funds resulting from the sale of its property shall be used exclusively in furtherance of the purposes enumerated in these Articles, and none of its funds or property shall inure to the profit of any private individual or corporation. Any distributions hereunder shall be paid as determined by the Board of Directors, over to a local organization or local organizations, as the case may be, with similar aims to those of this corporation having qualified for exemption under 501(c)(3), 501(c)(7), or 170(c)(2), of the Internal Revenue Code of 1954.

**IN WITNESS WHEREOF**, the undersigned as Incorporators have executed the foregoing Articles of Incorporation on this 23<sup>rd</sup> day of January, 2008.

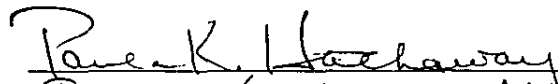
  
**WILLIAM H. PROBST**



**STATE OF FLORIDA**

**COUNTY OF VOLUSIA**

BEFORE ME, a Notary Public, personally appeared, **WILLIAM H. PROBST**, who is personally known to me or who has produced NIA as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on this 23rd day of January, 2008.

  
\_\_\_\_\_  
PAULA K. HATHAWAY

(Notary - print name)

Notary Public - State of Florida

Commission No.:

My Commission Expires:

NOTARY PUBLIC Paula K. Hathaway  
Commission # DD55256  
Expires June 14, 2010  
Berkley Troy Fair - Insurance, Inc. 800-385-7019  
STATE OF FLORIDA

**FILED**  
08 FEB 13 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **TIMMY PROBST HELPING HEART MUSIC SCHOLARSHIP FOUNDATION, INC.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at the City of New Smyrna Beach, County of Volusia, State of Florida, has named **WILLIAM H. PROBST**, 1910 Enterprise Avenue, New Smyrna Beach, Volusia County, Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida relative to keeping the designated office open.

  
\_\_\_\_\_

**WILLIAM H. PROBST**, as Registered Agent