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FOCUS ON EXCELLENCE, INC.

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**ARTICLES OF INCORPORATION
OF
FOCUS ON EXCELLENCE, INC.**

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, pursuant to Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

Section 1.1 **Name.** The name of the corporation is Focus on Excellence, Inc.

Section 1.2 **Principal Office and Mailing Address of the Corporation.** The mailing address and principal office of the corporation are 7035 Philips Highway, Suite 36, Jacksonville, Florida 32216.

**ARTICLE II
PURPOSES**

Section 2.1 **Purposes.** The corporation is organized exclusively for charitable and educational 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 section of any future federal tax code. Specifically, the corporation is organized for the purpose of providing academic and social support to high school students by providing scholarships, tutoring and mentoring to enable students to attend and succeed at the high school of their choice and to undertake such activities as will further the general purposes described herein.

**ARTICLE III
BOARD OF DIRECTORS**

Section 3.1 **Corporate Affairs.** The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this corporation.

Section 3.2 **Election.** Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Section 3.3 **Number.** This corporation shall have three (3) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

Section 3.4 **Names and Addresses of Initial Directors.** The names and addresses of the persons who are to serve as the initial Directors of the corporation until the election or appointment of successors are as follows:

<u>Name</u>	<u>Address</u>
James R. Swanson	5340 W. Roosevelt #66, Chicago, Illinois 60644-5705
Mark Swanson	5340 W. Roosevelt #66, Chicago, Illinois 60644-5705
John M. Burns	7035 Philips Highway, Suite 36, Jacksonville, Florida 32216

ARTICLE IV LIMITATIONS

Section 4.1 **Limitations on Actions.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles. 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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) by a corporation, 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 V DISSOLUTION

Section 5.1 **Dissolution.** Upon the 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 the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a local or state government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation 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 VI
INITIAL REGISTERED OFFICE AND AGENT**

Section 6.1 Name and Address. The street address of the initial registered office of this corporation is: One Independent Drive, Suite 1300, Jacksonville, Florida 32202-5017, and the name of the initial registered agent of this corporation at that address is: F&L Corp.

**ARTICLE VII
INCORPORATOR**

Section 7.1 Name and Address. The name and street address of the incorporator of the corporation are as follows: John T. Sefton, Esq., One Independent Drive, Suite 1300, Jacksonville, Florida 32202-5017.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand to these Articles of Incorporation for the purposes therein set forth, as of the 24 day of April, 2008.



Name: John T. Sefton, Esq.
Its: Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F&L CORP.

Charles V. Hedrick

By: Charles V. Hedrick, Esq.

Authorized Signatory

One Independent Drive, Suite 1300,
Jacksonville, Florida 32202-0517

April 24th, 2008

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