

**No8000004182**

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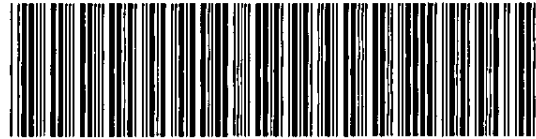
(Business Entity Name)

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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

08 APR 29 PM 4:10

RECEIVED

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 APR 29 PM 4:17

FILED

cf 4-29

**COVER LETTER**

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

**SUBJECT:** THE SCHOLAR'S SHIP, 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:** JOHNATHAN A. MAYS

Name (Printed or typed)

P. O. BOX 1096

Address

LECANTO, FL 34460

City, State & Zip

(352) 601-5558

Daytime Telephone number

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

**ARTICLES OF INCORPORATION**

**OF**

**THE SCHOLAR'S SHIP, INC.**

**FILED**

08 APR 29 PM 4:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby declares that the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the information, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I. CORPORATE NAME**

The name of this corporation is: **THE SCHOLAR'S SHIP, INC.**, a Nonprofit Florida Corporation. (hereinafter the "Corporation").

**ARTICLE II. TERM OF EXISTENCE**

The existence of this Corporation shall begin on the date and time these Articles are filed with and accepted by the Florida Department of State, in accordance with section 617.0203, Florida Statutes. This Corporation shall exist perpetually.

**ARTICLE III. PRINCIPAL OFFICE**

The principal place of business address of this corporation shall be: **489 S. Honey Bear Way, Lecanto, FL 34461.**

The mailing address of this corporation shall be: **P.O. Box 1096, Lecanto, FL 34460**

**ARTICLE IV. INCORPORATOR**

The name and business address of the Incorporator of this Corporation are as follows:

**Johnathan Alfred Mays  
P.O. Box 1096  
Lecanto, FL 34460**

**ARTICLE V. PURPOSE**

The general purpose for which this Corporation is organized is to operate exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, 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.

The specific and primary purpose for which this Corporation is organized is to eliminate student debt. The Corporation facilitates the reduction of college graduates' student loan debt.

The Corporation's Mission shall be:

**It is the mission of The Scholar's Ship to facilitate the reduction of student debt by placing deserving students into a volunteer-based work assignment within a network of non-profit charitable organizations and altruistic sponsors.**

## **ARTICLE VI. TAX EXEMPT STATUS**

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in IV hereof.

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this 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, this 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE VII. DISSOLUTION**

Upon the dissolution of this Corporation, assets shall be distributed for 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 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 VIII. MANNER OF ELECTION**

The Corporation may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the Corporation's By-Laws. The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the Corporation shall be defined by statute and by the Corporation's By-Laws.

No Member or Director shall have any right, title, or interest in or to any property of the Corporation.

### **ARTICLE IX. INITIAL BOARD OF DIRECTORS**

The names, addresses, and titles of the Directors/Officers do not exist at this time since none have been selected.

### **ARTICLE X. INITIAL PRINCIPAL OFFICE, MAILING ADDRESS AND REGISTERED AGENT**

The initial registered agent of this Corporation is **Johnathan A. Mays**, and the street and mailing address of the initial registered office is **489 S. Honey Bear Way, Lecanto, FL 34461**.

### **ARTICLE XI. ORGANIZATION OF CORPORATION**

This Corporation is organized, and shall be operated, on a non-stock basis.

### **ARTICLE XII. MANAGEMENT**

The names, addresses, and titles of the Executive Management team of this Corporation are listed below.

- **JOHNATHAN A. MAYS, PRESIDENT**  
**P.O. BOX 1096**  
**LECANTO, FL 34460**
- **PHILLIP J. SENITA, VICE PRESIDENT**  
**5359 MAPLEHURST DR.**  
**ERIE, PA 16509**

### **ARTICLE XIII. MEMBERSHIP**

The qualifications for members and the manner of their admission shall be regulated by the By-Laws of this Corporation.

This Corporation shall provide for equal membership and employment opportunities to all persons regardless of race, color, religion, sex, age, disability, or natural origin.

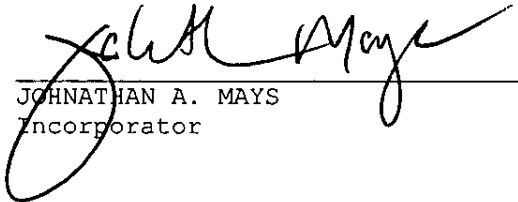
### **ARTICLE XIV. BY-LAWS**

The Board of Directors, by majority vote, are authorized to establish By-Laws for the corporation not inconsistent with these Articles of Incorporation, and to amend same from time to time.

## ARTICLE XV. AMENDMENTS TO ARTICLES OF INCORPORATION

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Amendments to the Articles of Incorporation shall be proposed by the Board of Directors in the form of resolution, which must be adopted by a majority vote of all members present and those represented by proxy at any meeting of the membership called for that purpose. Notwithstanding anything herein to the contrary, amendments which are required or advisable to obtain or maintain the Corporation's tax exempt status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29<sup>th</sup> day of April, 2008.

  
\_\_\_\_\_  
JOHNATHAN A. MAYS  
Incorporator

**CERTIFICATE OF DESIGNATION  
DESIGNATION AGENT / REGISTERED OFFICE**

Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent in the State of Florida.

1. The name of the corporation is **THE SCHOLAR'S SHIP, INC.**
2. The name and address of the registered agent and office are:

JOHNATHAN A. MAYS  
489 S. Honey Bear Way  
Lecanto, FL 34461

Mailing: P.O. Box 1096  
Lecanto, FL 34460

SIGNATURE \_\_\_\_\_  
JOHNATHAN A. MAYS  
29 APRIL 2008

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE \_\_\_\_\_  
JOHNATHAN A. MAYS  
29 APRIL 2008

**FILED**  
08 APR 29 PM 4:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA