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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SEP 16 2008

D. A. WHITE

COVER LETTER

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

SUBJECT: The William Scott Griswold 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: Terri Eggerton
Name (Printed or typed)

7 Randia Drive
Address

Orlando, Florida 32807
City, State & Zip

407-208-9955
Daytime Telephone number

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

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

The William Scott Griswold Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

7 Randia Drive, Orlando, Florida 32807

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

This foundation has been established to award scholarship funds to learning disabled children, who are financially disadvantaged to attend certain schools that provide special curriculums for these special needs.

Said corporation 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 section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes.

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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of the 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 the 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.

In witness whereof, we have hereunto subscribed our names this 9th day of September 2008.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

For election of officers, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

At all meetings, except for the election of officers and directors, all votes shall be by voice.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Tammi H. Griswold - President
116 Lee Street
Petersburg, WV 26847

Barbara Conrad - Secretary
20 North Grove Street
Petersburg, WV 26847

Debbie Griswold – Vice President
PO Box 1013
Frostproof, FL 33843

Jill Keen - Treasurer
3347 Slash Pine Drive
Lake Wales, FL 33898

ARTICLE VI ORDER OF BUSINESS

1. Roll Call.
2. Reading of the Minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Old and Unfinished Business.
6. New Business.
7. Adjournments.

The business of this organization shall be managed by a Board of Directors consisting of [7] members, together with the officers of this organization. At least one of the directors elected shall be a resident of the State of Florida and a citizen of the United States. The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of 1 years.

The Board of Directors shall have the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting. 5 (65 %) percent of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the 15th of every month. Each director shall have one vote and such voting may not be done by proxy.

The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year. The President of the organization by virtue of his office shall be Chairman of the Board of Directors. The Board of Directors shall select from one of their members a secretary. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing, as it may in its discretion consider necessary for the best interests of the organization.

The President shall preside at all membership meetings. He shall by virtue of his office be Chairman of the Board of Directors. He shall present at each annual meeting of the organization an annual report of the work of the organization. He shall appoint all committees, temporary or permanent. He shall see all books, reports and certificates required by law are properly kept or filed. He shall be one of the officers who may sign the checks or drafts of the organization. He shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall in the event of the absence or inability of the President to exercise his office become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his duty to file any certificate required by any statute, federal or state. He shall give and serve all notices to members of this organization. He shall be the official custodian of the

records and seal of this organization. He may be one of the officers required to sign the checks and drafts of the organization. He shall present to the membership at any meetings any communication addressed to him as Secretary of the organization. He shall submit to the Board of Directors any communications which shall be addressed to him as Secretary of the organization. He shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. He must be one of the officers who shall sign checks or drafts of the organization.

No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. He shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting. He shall exercise all duties incident to the office of Treasurer. Officers shall by virtue of their office be members of the Board of Directors.

No officer shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE VII MEETINGS

Foundation board meetings shall be one physical meeting per calendar year, with addition meetings as necessary and may be conducted via phone, fax, or email.

ARTICLE VIII SALARIES

The Board of Directors shall hire and fix the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE VIII COMMITTEES

The Board of Directors shall appoint all committees of this organization and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

ARTICLE X AMENDMENTS

The By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 5 (65%) percent of the members.

ARTICLE XI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Terri A. Eggerton
7 Randia Drive
Orlando, Florida 32807

ARTICLE XII INCORPORATOR

The name and address of the Incorporator is:

Tammi H. Griswold
116 Lee Street
Petersburg, West Virginia 26847

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.

Terri A. Eggerton
Signature/Registered Agent

9/9/2008
Date

Tammi H. Griswold
Signature/Incorporator

9/9/2008
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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