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Capital Connection, Inc.

CAPITAL CONNECTION

NO 9566 P. 1/4

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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

ROSCOE'S THAI PROJECTS, INC.

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ARTICLES OF INCORPORATION
OF
ROSCOE'S THAI PROJECTS, INC.

2008 OCT 16 A 10:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a not-for-profit corporation under the Florida Not For Profit Corporation Act, adopts the following articles of incorporation:

ARTICLE 1. NAME

The name of this corporation shall be ROSCOE'S THAI PROJECTS, INC.

ARTICLE 2. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE 3. PURPOSE

This corporation is organized not-for-profit and for the following objects and purposes:

A. To develop, assist, and support the education of children in the rural areas of Thailand. To help provide the atmosphere and supplies needed for a better education and chance at a brighter future for these children.

B. This corporation is organized exclusively for religious, charitable, educational, and scientific purposes within the meaning of 26 U.S.C.A. § 501(c)(3) of the Internal Revenue Code.

C. To engage in any lawful act or activity for which not-for-profit corporations may be organized under the Florida Not For Profit Corporation Act. By this statement, all lawful acts and activities shall be within the purpose of the corporation, provided, however, that the corporation shall not have or exercise any power or authority, nor shall it directly or indirectly engage in any activity that would prevent the corporation from qualifying and continuing to qualify as an organization described in § 501(c)(3) of the Internal Revenue Code.

ARTICLE 4. CAPITAL STOCK

This corporation shall not have authority to issue capital stock.

ARTICLE 5. MEMBERSHIP

The Corporation shall not have voting members.

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ARTICLE 6. POWERS OF BOARD

The board of directors shall have all powers granted by Florida law, including, but not limited to, the power to make, alter, amend, or repeal the bylaws of the corporation from time to time.

ARTICLE 7. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than three.

ARTICLE 8. RESTRICTIONS ON ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 charitable, religious, scientific, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax law). No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. 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 of incorporation, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax law); or (b) by a corporation, contributions to which are deductible under 26 U.S.C.A. § 170(c)(2) (or the corresponding provision of any future federal tax law).

ARTICLE 9. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be:

403 Pinewood Lake Drive
Venice, FL 34285

The name and address of the individual who shall serve as this corporation's initial registered agent at that address is:

W. Bartlett Scovill, P.A.
1605 Main Street, Suite 912
Sarasota, FL 34236

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ARTICLE 10. DISTRIBUTION ON DISSOLUTION

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized exclusively for charitable, educational, religious, or scientific purposes as shall qualify as an exempt organization or organization under § 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax law), as the board of directors shall determine. Any such assets not so disposed shall be disposed of by the appropriate court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations and operated exclusively for such purposes.

ARTICLE 10. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is:

Roscoe C. Turner
403 Pinewood Lake Drive
Venice, FL 34285

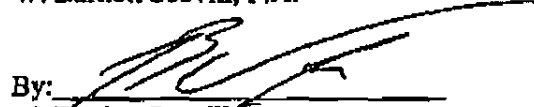
ARTICLE 11. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto.


Roscoe C. Turner, Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of ROSCOE'S THAI PROJECTS, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ROSCOE'S THAI PROJECTS, INC.

W. Bartlett Scovill, P.A.

By: 
W. Bartlett Scovill
As its President
Registered Agent

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TALLAHASSEE, FLORIDA

FROM