

10900000206

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H08000281189 3)))



H080002811893ABC4

Note: DO NOT hit the REFRESH/RELOAD button on your browser page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6381

From:
Account Name : FLORIDA FILING & SEARCH SERVICES
Account Number : 120000000189
Phone : (850) 216-0457
Fax Number : (850) 216-0460

Please Keep Original File Date

FLORIDA PROFIT/NON PROFIT CORPORATION

The Matthew Tryson Bryant Foundation

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

EP 1/9/09

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
08 DEC 30 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAXED
JAN 06 2009
By *7p 12:02*

FAXED
DEC 30 2008
By *11:156p*

RECEIVED
09 JAN -8 PM 1:43
DIVISION OF CORPORATION

OR!



FLORIDA DEPARTMENT OF STATE

Division of Corporations

P.O BOX 6327 - Tallahassee, Florida 32314

08 DEC 30 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

ARTICLES OF INCORPORATION

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

**ARTICLE ONE
NAME**

The name of the corporation shall be The Matthew Tryson Bryant Foundation, Inc..

**ARTICLE TWO
PRINCIPAL OFFICE**

The principal street address and mailing address is 8506 Kentucky Derby Dr., Odessa, Florida 33556.

**ARTICLE THREE
PURPOSE**

The Corporation is organized exclusively for charitable, scientific, literary, religious and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") or the corresponding provision of any subsequent federal tax law ("Section 501(c)(3)") including but not limited to the making of grants to other organizations which are organized and operated exclusively for one or more of such purposes. The assets and properties of the Corporation are hereby pledged for use in performing its charitable, religious and/or educational purposes.

The Corporation is organized to promote, encourage, and foster such charitable, scientific, literary, religious or educational activities; to accept, hold, invest, and reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided however, no act may be performed which would violate Section 501 (c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

**ARTICLE FOUR
MANNER OF ELECTION**

The manner in which the directors are elected or appointed is as stated in the bylaws of the Corporation.

**ARTICLE FIVE
INITIAL DIRECTORS**

The number of directors constituting the initial board of directors is 3, and the names and addresses of the person or persons who are to serve as the initial directors of the Corporation is as follows:

Mat Bryant

8506 Kentucky Derby Dr., Odessa, Florida 33556

FROM: FLORIDA FILING

FAX NO. 8502160460

Jan 08 2009 09:50AM

FLORIDA FILING

H 0 8 0 0 0 2 8 1 4 8 9

Melissa Bryant

8506 Kentucky Derby Dr., Odessa, Florida 33556

Jordan Woy

3030 Olive Street, Suite 520, Dallas, Texas 75219

ARTICLE SIX INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent is Melissa Bryant and her address is 8506 Kentucky Derby Dr., Odessa, Florida 33556.

ARTICLE SEVEN INCORPORATOR

The name and address of the incorporator is:

Melissa Bryant

8506 Kentucky Derby Dr., Odessa, Florida 33556

ARTICLE EIGHT DISSOLUTION

Upon the winding up and dissolution of the corporation, its assets remaining after payment (or after provision for payment) of all debts and liabilities of this corporation shall be distributed in a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE NINE INDEMNIFICATION

9.1 Indemnification. To the maximum extent permitted by the Florida Not for Profit Corporation Act, as it now exists or as it may be amended in the future, the Corporation shall indemnify and advance expenses to persons who are officers, directors, employees, agents for amounts such persons pay directly. The Corporation shall not indemnify or advance expenses to such persons for any amounts paid by third party pursuant to a plan or contract of insurance.

9.2 Liability. A director shall have no liability to the Corporation for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director or a knowing violation of law by a director, or where the director votes or assents to a distribution which is unlawful or violates the requirements of this Articles of Incorporation, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled.

ARTICLES OF INCORPORATION

H 0 8 0 0 0 2

FILED
08 DEC 30 PM 2:18
PAGE 2
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE TEN POWERS

10.1 Powers. In order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in Florida Not for Profit Corporation Act as it now exists or as it may hereafter be amended. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to make reasonable payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles of Incorporation.

(b) 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent federal tax laws.

(d) In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Code, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws; or (iv) making any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(e) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2).

(f) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's charitable, religious or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLES OF INCORPORATION

FROM: FLORIDA FILING FAX NO. : 8502160460 Jan. 08 2009 09:51 AM : FLORIDA FILING
H 0 8 0 0 0 2 8 1 1 8 9

**ARTICLE ELEVEN
MEMBERS**

The Corporation shall have no members.

FILED
08 DEC 30 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: FLORIDA FILING

FAX: NO: 8502160460

Jan. 08 2009 09:54 AM

FLORIDA FILING

Melissa Bryant
Melissa Bryant, Incorporator

Melissa Bryant
Melissa Bryant, Registered Agent

FILED
08 DEC 30 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA