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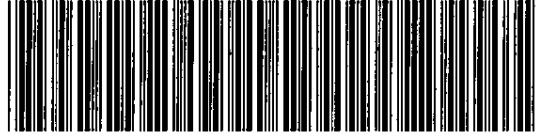
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 31, 2008

KENNETH WHEELER
17464 SW. 19TH ST
MIRAMAR, FL 33029

SUBJECT: FANTASTICALLY LOVELY SCHOLARSHIP FUND, INC
Ref. Number: W08000057278

We have received your document for FANTASTICALLY LOVELY SCHOLARSHIP FUND, INC, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

Filings Fees:	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist Supervisor

Letter Number: 708A00062100

**ARTICLES OF INCORPORATION FOR A NOT FOR PROFIT ORGANIZATION WHICH
IS NOT A PRIVATE FOUNDATION**

In compliance with Chapter 617, FS., (Not for Profit)

**ARTICLES OF INCORPORATION OF: FANTASTICALLY LOVELY SCHOLARSHIP FUND,
INC**

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is:
FANTASTICALLY LOVELY SCHOLARSHIP FUND, INC

ARTICLE II

The principle place of business and the mailing address of the corporation shall be:

Principle Address
17464 SW 19TH St.
Miramar, FL 33029

Mailing Address
17464 SW 19TH St.
Miramar, FL 33029

ARTICLE III

The period of duration of the Corporation is perpetual.

ARTICLE IV

The 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 corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

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No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 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, or the 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 the corresponding section of any future federal tax code.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 V

The manner in which the Directors shall be elected or appointed shall be regulated by the by-laws.

ARTICLE VI

The initial street address in the state of Florida of the initial registered office of the Corporation is:

17464 SW 19TH St.
Miramar, FL 33029

And the name of the initial registered agent at such address is:
Kenneth Wheeler

ARTICLE VII

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

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ARTICLE VIII

The initial Board of Directors shall consist of at least three (3) members, who need not be residents of the state of Florida.

ARTICLE IX

The names and addresses of the persons who shall serve as directors until the first annual Meeting of Members, or until their successors shall have been elected and qualified, are as follows:

Dr. Kenneth Wheeler
17464 SW 19TH St.
Miramar, FL 33029

Terry Wheeler
17464 SW 19TH St.
Miramar, FL 33029

Darryl Johnson
PO Box 144
Conley, GA 30288

ARTICLE X

The names and addresses of the initial incorporators are as follows:

Kenneth Wheeler
17464 SW 19TH St.
Miramar, FL 33029

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 22 day of December 2008.

Kenneth Wheeler
Print
[Signature]
Signature of Registered Agent

Kenneth Wheeler
Print
[Signature]
Signature Original Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 22 day of DEC 2008.

Nelson S. Martinez Notary Public (SEAL)
State of Florida
My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
Nelson S. Martinez
Commission # DD680566
Expires: JUNE 22, 2011
BONDED THRU ATLANTIC BONDING CO., INC.