

To: The Florida Dept. of State
Subject: 001646.98788
Division of Corporations

From: Ashley Smith

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

THE STOCKDALE FOUNDATION, INC.

Certificate of Status	0
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SH09000024029
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

THE STOCKDALE FOUNDATION, INC.

Pursuant to the provisions of Sections 617.0202 and 617.0401 of the Florida Not For Profit Corporation Act, the undersigned incorporator of The Stockdale Foundation, Inc., a not for profit corporation in the state of Florida, hereby submits these Articles of Incorporation as follows:

ARTICLE I NAME

The name of the not for profit corporation is The Stockdale Foundation, Inc. (the "Organization").

ARTICLE II PRINCIPAL OFFICE

The principal office and street address of the Organization is 4613 North University Drive, Suite #570, Coral Springs, Florida 33067 in the county of Broward.

ARTICLE III PURPOSE

The purpose of the Organization is (i) to engage in the charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (the "Code"), that includes granting qualified scholarships for the benefit of individuals to aid in their pursuit of study at an IRS recognized 501(c)(3) educational organization, or (ii) to engage in activities for the purpose of transacting any other lawful charitable activity for which not for profit corporations may be organized and operated under Chapter 617 of the Florida Not For Profit Corporation Act, as may be amended and supplemented from time to time.

ARTICLE IV LIMITATIONS

At all times, the following shall be considered conditions that restrict the operations and activities of the Organization:

- A. No part of the net earnings of the Organization shall inure to any member of the Organization not qualifying as exempt under Section 501(c)(3) of the Code, nor to any Director or officer of the Organization, nor to any other private persons except those persons receiving such reasonable compensation that the Organization shall pay for as services rendered on behalf of the

ARTICLES OF INCORPORATION of THE STOCKDALE FOUNDATION, INC.

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Organization or allowed by the Organization as a reasonable allowance for authorized expenditures incurred on behalf of the Organization;

- B. No substantial part of the activities of the Organization shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Organization shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office;
- C. Notwithstanding any other provision of these articles, the Organization shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code;
- D. The Organization shall not lend any of its assets to any officer or Director of the Organization nor allow an officer or Director of the Organization to guarantee payment of a loan to any person; and
- E. The Organization (i) will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code, (ii) will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code, (iii) will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code, (iv) will not make any investments in a manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code, and (v) will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

ARTICLE V
REGISTERED AGENT/REGISTERED OFFICE

The name of the registered agent of the Organization is Martin P. Stockdale. The address of the registered office of the Organization is 4613 North University Drive, Suite #570, Coral Springs, Florida 33067 in the county of Broward.

ARTICLE VI
PERPETUAL EXISTENCE

The Organization shall have a perpetual existence and shall commence its existence at the time of the filing of these Articles of Incorporation with the Department of State of the State of Florida.

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ARTICLE VII
DIRECTORS

- A. The Organization shall have no voting shareholders.
- B. The property, business and affairs of the Organization shall be managed at all times under the direction of the Organization's Board of Directors (each member of the Board of Directors, herein referred to as a "Director"), whose operations in governing the Organization shall be defined in Chapter 617 of the Florida Not For Profit Corporation Act and the Organization's Bylaws.
- C. All of the duties and powers of the Organization as provided in these Articles of Incorporation and the Organization's Bylaws shall be exercised exclusively by each Director.
- D. Each Director shall serve until the next annual meeting of the Directors of the Organization pursuant to the Bylaws of the Organization.
- E. No Director shall have any right, title, or interest in or to any property of the Organization.
- F. The title, name and mailing address of each person elected as Director of the Organization is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	Martin P. Stockdale	2360 N.W. 100 th Avenue Coral Springs, Florida 33065
Director	Harriet T. Brown	1074 Boone Woods Trail Augusta, Missouri 63332
Director	Gretchen D. Stockdale	4742B La Villa Marina Marina Del Rey, California 90292

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ARTICLE VIII
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of the Organization shall be personally liable for the debts or obligations of this Organization of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of the Organization.

ARTICLE IX
AMENDMENTS

The Organization reserves the right to amend, alter or repeal any provisions contained in this Articles of Incorporation from time to time and at any time in the manner now or hereafter prescribed in these Articles of Incorporation, the Organization's Bylaws and by the laws of the state of Florida, and all rights herein conferred upon shareholders are granted subject to such reservation.

ARTICLE X
DISSOLUTION

Upon the time of dissolution of the Organization, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 Broward County, 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 XI
MISCELLANEOUS

In furtherance and not in limitation of the powers conferred by the laws of the state of Florida:

- A. Each Director of the Organization is expressly authorized to adopt, amend or repeal the Bylaws of the Organization pursuant to Article VII of these Articles.
- B. Elections of a Director of the Organization need not be by written ballot unless the Bylaws of the Organization shall so provide.
- C. The books of the Organization may be kept at such place within the state of Florida as the Bylaws of the Organization may provide or as may be designated from time to time by the Director of the Organization.

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- D. Meetings of the Directors may be held within or without the state of Florida, as the Bylaws may provide.
- E. The voting powers, designations, preferences, privileges and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of each class of shares of the Organization shall be provided in the Organization's Bylaws to be adopted.
- F. All shares of the Organization are subject to the Organization's Bylaws containing numerous restrictions on the rights of shareholders of the Organization and the transferability of shares of the Organization.

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I, **THE UNDERSIGNED**, being the incorporator of the Organization, for the purpose of authorizing the Organization's Articles of Incorporation pursuant to the laws of the state of Florida, do make this Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my name and seal this 1st day of February, 2009.


Martin P. Stockdale, Incorporator

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

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned Organization, organized pursuant to the laws of the state of Florida, submits the following statement designating the registered agent/registered office in the state of Florida.

1. The name of the Organization is **The Stockdale Foundation, Inc.**
2. The name and address of the registered agent and office is:

Attention: **Mr. Martin P. Stockdale**
4613 North University Drive
Suite #570
Coral Springs, Florida 33067

Having been named as registered agent and to accept service of process for the above stated not for profit 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 as provided in Chapter 617 of the Florida Not For Profit Corporation Act.


Martin P. Stockdale

Date: February 1, 2009

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TALLAHASSEE, FLORIDA

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