

N09000001805

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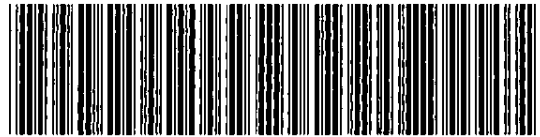
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W09-5976



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009 FEB 23 PM 4:23

eg 2/24/09

YOUR LOGO
HERE

Company Name

January 30, 2009

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

Dear Sir or Madam:

I enclose an original and one copy of the Articles of Incorporation for The Tiponi Foundation, Inc. for filing with your office, together with a check in the amount of \$78.75 to cover the following:

1. Filing Fee – \$35.00
2. Designation of Registered Agent Fee – \$35.00
3. Certified Copy – \$8.75

Please return the certified copy and letter of acknowledgement to the following address:

Tad A. Camp
95 Overbrook Drive East
Largo, Florida 33770

Sincerely,



Tad A. Camp

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DEPARTMENT OF STATE

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 6, 2009

TAD A. CAMP
95 OVERBROOK DRIVE EAST
LARGO, FL 33770

SUBJECT: THE TIPONI FOUNDATION, INC.
Ref. Number: W09000005976

We have received your document for THE TIPONI FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of 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) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 209A00004373

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**ARTICLES OF INCORPORATION
OF
THE TIPONI FOUNDATION, INC.
A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be: **THE TIPONI FOUNDATION, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

The Tiponi Foundation, Inc.
95 Overbrook Drive East
Largo, Florida 33770

**ARTICLE III
PURPOSE**

The purpose for which the corporation is organized is:

1. This corporation is formed exclusively for charitable, religious, educational, literary and scientific purposes, including the making of distributions to organizations within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law."
2. Public awareness and education as it relates to safety of children from sexual predators; assistance to families of missing or abused children; non-political advancement of legislation for the protection and welfare of children; financial assistance to under privileged or abused children and their families.
3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
4. No part of the net earnings of the corporation shall inure to benefit of or be distributable to any member, director, or 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 it's purposes), and no member, director or 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.

5. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

6. In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c) (3) and 170(c) (2) of the Code or corresponding sections of any prior or future Code or to the Federal, state or local government for exclusive public purpose.

ARTICLE IV **POWERS**

In addition to the powers conferred by the laws of the State of Florida, the corporation shall have the following powers:

1. To receive and accept gifts of money and property and to hold the same for any other purpose of the corporation and its work.
2. To raise and assist in raising funds for the purposes herein set forth.
3. To acquire, own, lease, mortgage, and dispose of property both real and personal.
4. To issue annuities and to enter into a gift-annuity contract.
5. To serve as a trustee of property and to accept donations in trust for charitable purposes.
6. To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic or foreign, as investments or otherwise, in carrying out any of the purposes of the corporation and, while the owner thereof, to exercise all rights, powers, and privileges of ownership, including the power to vote thereon.
7. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Code and its regulations as they now exist or as they may hereinafter be amended.

ARTICLE V
LIMITATION ON POWERS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE VII CONTRIBUTIONS

The corporation shall be supported by donations solicited or received and contributed by the general public and grants, gifts, or donations received from charitable, religious, or educational organizations.

ARTICLE VIII EXISTENCE

The term for which this corporation is to exist shall be perpetual.

ARTICLE IX INCORPORATOR

The name and address of the initial Incorporator to these Articles of Incorporation is:

Tad A. Camp
95 Overbrook Drive East
Largo, Florida 33770

ARTICLE X
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the Registered Agent is:

Tad A. Camp
95 Overbrook Drive East
Largo, Florida 33770

ARTICLE XI
INITIAL DIRECTORS AND/OR OFFICERS

The names and addresses of the initial Directors and/or Officers to these Articles of Incorporation are:

Tad A. Camp - President
95 Overbrook Drive East
Largo, Florida 33770

Jamey A. Camp - Secretary
95 Overbrook Drive East
Largo, Florida 33770

Dennis Ray Dotson - Treasurer
608 Cedar Waxwing Drive
Brandon, Florida 33511

Janis Blacklidge - Officer
PO Box 9148
Masaryktown, Florida 34604

Bruce Seybert - Officer
1302 East Woods DR.
Seven Points, Texas 75143-7606

John Bartholomew - Officer
1426 Gulf to Bay
Suite A
Clearwater, Florida 33755

and shall hold office for the first year of the existence of this corporation or until an election is held by the Directors of this corporation for the election of permanent officers or until their successors have been duly elected and qualified.

ARTICLE XII
MEMBERS

The names and addresses of the initial members of this corporation are as follows:

Tad A. Camp
95 Overbrook Drive East
Largo, Florida 33770

Jamey A. Camp
95 Overbrook Drive East
Largo, Florida 33770

Dennis Ray Dotson
608 Cedar Waxwing Drive
Brandon, Florida 33511

Janis Blackledge
PO Box 9148
Masaryktown, Florida 34604

Bruce Seybert
1302 East Woods DR.
Seven Points, Texas 75143-7606

John Bartholomew
1426 Gulf to Bay
Suite A
Clearwater, Florida 33755

ARTICLE XIII **OFFICERS AND DIRECTORS**

The affairs of this corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the members of the corporation, at a duly called meeting, as provided in the Bylaws, and by officers who shall be elected annually by majority vote of the Board of Directors, as provided in the Bylaws.

ARTICLE XIV **AMENDMENT OF ARTICLES OF INCORPORATION**

The Articles of Incorporation of the corporation may be made, altered, or rescinded from time-to-time in whole or in part by a majority vote of the members of this corporation present at any meeting of the members duly called and convened; provided, however, that a quorum is present at the meeting of the members and notice of the proposed action with respect to the Articles of Incorporation shall have been mailed to all members at least ten days before the meeting. All actions including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting of the members may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

ARTICLE XV **INDEMNIFICATION BY COURT ORDER**

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another

court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 607.0850(9), Florida Statutes, without the permission of the Board of Directors.

In Witness Whereof, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 16 day of FEB-, 2009.

Tad A. Camp
Tad A. Camp

2/16/09
Date

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

Tad A. Camp
Tad A. Camp

2/16/09
Date

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