

NO9000003178

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.

((H09000073674 3)))



H090000736743ABC9

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

To:

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

From:

Account Name : HARPER, KYNES & GELLER, P.A.
Account Number : 070651000745
Phone : (727) 799-4840
Fax Number : (727) 797-8206

FILED
09 MAR 30 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Derek Teele Foundation, Inc.

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

RECEIVED
DEPARTMENT OF STATE
09 MAR 30 PM 3:29

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
09 MAR 30 PM 12:54
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DEREK TEELE FOUNDATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is as follows:

DEREK TEELE FOUNDATION, INC.

Article 2. Address. The address of the principal office and the mailing address of the Corporation is 1567 MacCharles Court, Dunedin, Florida 34698.

Article 3. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1567 MacCharles Court, Dunedin, Florida 34698, and the name of its initial Registered Agent at that address is Lisa J. Teele.

Article 4. No Members. The Corporation shall not have Members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

Article 5. Not For Profit. The Corporation is organized for charitable, scientific and educational purposes within the meaning of Sections 501(c)(3) of the United States Internal Revenue Code of 1986 (as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, hereinafter referred to as the "Code"). The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code. If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

Article 6. Duration. The duration (term) of the Corporation is perpetual.

Article 7. Purposes. The Corporation is organized as a not-for-profit corporation, and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Sections 501(c)(3) of the Code.

Article 8. Powers. Solely for the foregoing Purposes, the Corporation shall have the following powers:

(A) Except as otherwise limited by the provisions of this Article 8, this Corporation shall have an exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes, as amended, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this Corporation is organized.

(B) This Corporation is not authorized to issue stock. This corporation is empowered to receive contributions, gifts, bequests, devises and endowments (which shall be administered and converted or otherwise disposed of by this Corporation exclusively for the purposes set forth in Article 7 above. No part of the assets or net earnings of this Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons (except that reasonable compensation may be paid for services rendered to or for this Corporation affecting one or more of its purposes), and none of its directors, officers, or other private persons shall be entitled to share in the distribution off any of the corporate assets on dissolutions of this Corporation.

(C) No substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; and this Corporation shall not participate in, or intervene in (including publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(D) Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or the Treasury regulations promulgated thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(E) During any period when this Corporation is a "private foundation" as defined in Section 509(a) of the Code, this Corporation shall not do any of the following:

(1) Engage in any act of "self-dealing," as defined in Section 4941(d) of the Code, which would result in any tax liability under Section 4941(a) of the Code;

(2) Fail to distribute doe the purposes specified in Article 7 hereof amounts sufficient to avoid tax liability under Section 4942(a) of the Code;

(3) Retain any "excess business holdings," as defined in Section 4943© of the Code, which would result in any tax liability under Section 4943(a) of the Code;

(4) Fail to exercise ordinary business care and prudence in making investments or make any investment which, under Section 4944 of the Code, would jeopardize

H09000073674 3

the carrying out of any of its exempt purposes and result in any tax liability under Section 4944(a) of the Code; or

(5) Make any "taxable expenditures," as defined in Section 4945(d) of the Code, which would result in any tax liability under Section 4945(a) of the Code.

(F) In the event of termination, dissolution or final liquidation of this Corporation in any manner for any reason whatsoever, the Board of Directors shall, after paying or making provision for the payment of all of the proper liabilities of this Corporation, dispose of all of the remaining assets of this Corporation exclusively for an in accordance with the purpose of this Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code, or corresponding sections of any prior or future federal tax code, or to the federal, state, or local government body to be used for exclusively public purposes, as the Board of Directors determines.

(G) This Corporation has adopted a conflict of interest policy substantially similar to that which is recommended by the Internal Revenue Service to be adopted by 501(c)(3) organizations. A full copy of the policy is attached to this Corporation's bylaws.

Article 9. Tax Exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. Therefore, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Treasury Regulations promulgated thereunder. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

Article 10. Additional Limitations and Requirements. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purposes set forth herein.

Article 11. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of

H09000073674 3

receiving such assets, it is . operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

Article 12. Board of Directors. There shall be at all times a Board of Directors consisting of at least three (3) individuals. The number of Directors may be increased or decreased from time to time in the manner specified in the Bylaws of the Corporation, but the Corporation may never have fewer than three (3) Directors. The initial Directors are the addresses are listed below:

Lisa J. Teele
1567 MacCharles Court
Dunedin, Florida 34698

Robert G. Teele, Jr.
270 Promenade Dr., Unit # 102
Dunedin, FL 34698

Marcia L. Albanese
981 McFarland St.
Dunedin, FL 34698

Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of a majority of the Board of Directors.

Article 13. Officers. The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

Article 14. Incorporator. The name and street address of the Incorporator is as follows:

Robert G. Teele, Jr.
270 Promenade Dr., Unit # 102
Dunedin, FL 34698

Article 15. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

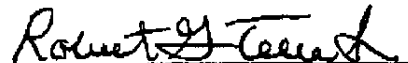
Article 16. Amendment. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

H09000073674 3

Article 17. Indemnification and Civil Liability Immunity. This Corporation shall indemnify each person who may be indemnified (the "Indemnatee") pursuant to Sections 607.0831 and 607.0850 (as each of these sections are limited by Section 617.0834) of Title XXXVI of the Florida Statutes (or any successor provision thereto), to the full extent permitted thereby. In each and every situation where this Corporation may do so under such sections, this Corporation hereby obligates itself to so indemnify the Indemnities, and in each case, if any, where this Corporation must take certain investigations on a case-by-case basis prior to indemnification, this Corporation hereby obligates itself to pursue such investigations diligently, it being the specific intention of the bylaws to obligate this Corporation to indemnify each person whom it may indemnify to the fullest extent permitted by law at any time and from time to time. To the extent not prohibited by Sections 607.0831 and 607.0850 (as each of these sections are limited by 607.0834) of Title XXXVI of the Florida Statutes (or any other provision of the Florida Statutes), the Indemnities shall not be liable to this Corporation except for their own individual willful misconduct or actions taken in bad faith. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of the Board of Directors, or otherwise.

Article 18. Commencement of Corporate Existence. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

IN WITNESS WHEREOF, for purposes of forming a not-for-profit Corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 27 day of March, 2009.



Robert G. Teele, Jr., Incorporator

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of the 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.


Lisa J. Teele, Registered AgentDate: 3/27/0909 MAR 30 PM 12:54
CLERK OF STATE
TALLAHASSEE, FLORIDA

FILED

H09000073674 3