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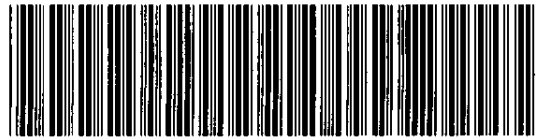
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COVER LETTER

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

SUBJECT: Florida Association of REALTORS Education Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: John Fridlington
Name (Printed or typed)

7025 Augusta National Drive
Address

Orlando, FL 32822
City, State & Zip

(407) 438-1400
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
FLORIDA ASSOCIATION OF REALTORS® EDUCATION FOUNDATION, INC.**

The undersigned, as the incorporator of the Florida Association of REALTORS® Education Foundation, Inc., a Florida not for profit corporation, hereby adopts and files these Articles of Incorporation in accordance with Chapter 617, Florida Statutes.

**ARTICLE I
NAME**

The name of the corporation is the Florida Association of REALTORS® Education Foundation, Inc. (the "Foundation"). It is organized under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office and mailing address of the Foundation is 7025 Augusta National Drive, Orlando, FL 32822.

**ARTICLE III
PURPOSES AND POWERS**

3.1 Purposes. The Foundation is organized exclusively for charitable, religious, educational, and scientific purposes. More specifically, the Foundation will provide, fund, administer, and implement real estate related scholarships and educational grants (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 the corresponding section of any future federal tax code (the "Code")).

3.2 Powers. In furtherance of the Foundation's foregoing charitable purposes, the Foundation shall have all powers provided for in the Act, including:

- a) To receive and maintain personal and real property, or both, and, subject to the restrictions and limitations herein set forth, to use and apply the whole or any part of the income therefrom, and the principal thereof, exclusively for the foregoing charitable purposes.
- b) To receive assistance, money (as grants or otherwise), real, personal, or mixed property and any other form of contributions, gift, bequest or devise from any individual, person, firm, corporation, or any other form of entity to be utilized in the furtherance of the objects and purposes of this foundation; to enter into agreements or contracts for contributions to the Foundation for

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its objects and purposes, provided however, that gifts shall be subject to acceptance by the Foundation in the manner provided by the Board of Directors.

- c) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such person.
- d) To distribute, in the manner, form and method, and by the means determined by the Board of Directors of this Foundation, any and all forms of contributions received by it in carrying out the programs of the Foundation in the furtherance of its stated purposes.
- e) To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.
- f) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.
- g) To contract and be contracted with, and to sue.
- h) To acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
- i) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary; but, this shall not be compulsory unless required by law.
- j) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Foundation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Chapter 617 of the Florida Statutes.
- k) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Foundation.

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- l) Each and all of the objects, purposes and powers of the Foundation, however, shall be exercised, construed and limited in their application to accomplish the charitable purpose for which this Foundation is formed.
- m) To do all such acts as are necessary or convenient to carry out the purpose set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding Treasury Regulations for an entity which qualifies for exemption under Section 501(c)(3) of the Code.

ARTICLE IV SUPPORTING ORGANIZATION

This Foundation is formed, and shall be operated, supervised, or controlled by, the Florida Association of REALTORS®, a tax-exempt organization under section 501(c)(6) of the Internal Revenue Code.

ARTICLE V DIRECTORS

This Foundation shall have six (6) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The powers of the Foundation shall be exercised, its property controlled, and its affairs conducted by, the Board of Directors. The names and addresses of the initial Board of Directors of this Foundation are:

Cynthia C. Shelton
275 Shady Oaks Circle
Lake Mary, FL 32746

Wendell D. Davis
4456 Sunbeam Rd., Suite 100
Jacksonville, FL 32257

Patricia S. Fitzgerald
19558 Trails End Terrace
Jupiter, FL 33458

Summer J. Greene
333 Las Olas Way, Apt. 2606
Fort Lauderdale, FL 33301

Dean Asher
1801 Cook Ave.
Orlando, FL 32806

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John Fridlington
7025 Augusta National Drive
Orlando, FL 32822

ARTICLE VI
MANNER IN WHICH BOARD OF DIRECTORS ARE APPOINTED

The manner in which the Board of Directors will be appointed and hold office shall be as set forth in the Bylaws of this Foundation.

ARTICLE VII
STOCK

This Foundation shall not have capital stock.

ARTICLE VIII
MEMBERS

This Foundation shall not have members.

ARTICLE IX
LIMITATIONS

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members (if any), directors, officers, or other private persons, except that the Foundation 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 in Article III hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Foundation 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.

ARTICLE X
DISSOLUTION

The period of duration of this Foundation is perpetual, unless dissolved according to law. In the event of dissolution, all of the remaining assets and property of the Foundation,

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after payment of indebtedness, and expenses necessary to the dissolution and winding up the affairs of the Foundation, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue 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 the county in which the principal office of the Foundation 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 XI BYLAWS

The Board of Directors of the Foundation shall make and adopt Bylaws for the Foundation. The Board of Directors of the Foundation shall have the power to alter, amend, or repeal the Bylaws in whole or in part, or to adopt new Bylaws in the manner provided therein.

ARTICLE XII AMENDMENT

This Foundation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Articles of Incorporation may be proposed by any Director, and presented as provided in the Bylaws to a quorum (as defined therein) of the Directors for their vote. Amendments may be adopted by a majority of the Directors of the Foundation at a meeting in which a quorum exists.

ARTICLE XIII DIRECTORS' COMPENSATION

Directors of the Foundation shall not receive compensation, directly or indirectly, for their service as directors. This prohibition shall not preclude reimbursement of a director or duly appointed committee member for expenses incurred or advances made for the Foundation that are reasonable in character and amount and approved for payment in the manner provided in the Bylaws.

ARTICLE XIV INDEMNIFICATION

The Foundation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

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ARTICLE XV
REGISTERED AGENT

The name and Florida street address of the registered agent is:

John Fridlington
7025 Augusta National Drive
Orlando, FL 32822

ARTICLE XVI
INCORPORATOR

The name and Florida street address of the incorporator is:

John Fridlington
7025 Augusta National Drive
Orlando, FL 32822

ARTICLE XVII
EFFECTIVE DATE

The effective date for this Foundation shall be Great American REALTOR® Day, April 14, 2009.

IN WITNESS WHEREOF, the undersigned incorporator of the Foundation has executed these Articles of Incorporation this 2nd day of April, 2009

Incorporator Signature: _____

John Fridlington
John Fridlington

EFFECTIVE DATE 4/14/09

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the Florida Association of REALTORS® Education Foundation, Inc., a Florida not for profit corporation, in the foregoing Articles of Incorporation, I hereby state that I am familiar with and agree to accept the appointment as Registered Agent and agree to act in this capacity and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of the Registered Agent.

Registered Agent Signature: _____

John Fridlington

4/2/09
Date

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