

No 900000 5778

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800156818958

06/11/09--01028--016 **87.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009 JUN 11 PM 1:33

gf 4/12/09

COVER LETTER

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

SUBJECT: Charles H. and Shirley B. Simpson 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: Charles H. Simpson
Name (Printed or typed)
3104 Merion Drive
Address
Miramar Beach, FL 32550
City, State & Zip
850 650 3858
Daytime Telephone number

shirley_simpson@hotmail.com
E-mail address: (to be used for future annual report notification)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009 JUN 11 PM 1:33

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

**BAKER
DONELSON**
BEARMAN, CALDWELL
& BERKOWITZ, PC

4268 I-55 NORTH
MEADOWBROOK OFFICE PARK
JACKSON, MISSISSIPPI 39211
PHONE: 601.351.2400
FAX: 601.351.2424
MAILING ADDRESS
P. O. BOX 14167
JACKSON, MISSISSIPPI 39236

www.bakerdonelson.com

LEONARD C. MARTIN
Direct Dial: 601.351.2453
Direct Fax: 601.592.2453
E-Mail Address: lmartin@bakerdonelson.com

June 9, 2009

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

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the Charles H. and Shirley B. Simpson Foundation and the cover letter. Also is a check for \$87.50 for the filing fee, designation of registered agent and the fee for obtaining a certified copy of the Articles of Incorporation and the certificate. I have enclosed a self-addressed stamped envelope for you to return the certified copy to me. Thank you for providing me with this service.

Sincerely yours,

BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ, P.C.



Leonard C. Martin

LCM:tec
Enclosures
cc: Charles H. Simpson

2009 JUN 11 PM 1:33
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

JM LCM 704553 v1
2138460-000003 6/9/2009

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Charles H. and Shirley B. Simpson Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

3104 Merion Drive
Miramar Beach, FL 32550

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Said organization 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.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The directors will be elected by the current directors at annual meeting.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Charles H. Simpson
Director President
3104 Merion Drive
Miramar Beach FL 32550

Shirley B. Simpson
Director Secretary/Treasurer
3104 Merion Drive
Miramar Beach. FL 32550

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Charles H. Simpson
3104 Merion Drive
Miramar Beach. FL 32550

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Charles H. Simpson
3104 Merion Drive
Miramar Beach. FL 32550

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009 JUN 11 PM 1:33

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Charles H. Simpson
Signature/Registered Agent Charles H. Simpson

6/05/09
Date

Charles H. Simpson
Signature/Incorporator Charles H. Simpson

6/05/09
Date

**ATTACHMENT TO ARTICLES OF INCORPORATION OF
CHARLES H. AND SHIRLEY B. SIMPSON FOUNDATION, INC.**

Other Provisions

Article VIII Additional Provisions

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Chancery Court of the county in which the principal office of the organization 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.

Notwithstanding any other provision of these Articles of Incorporation, at any time the Corporation is deemed a

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009 JUN 11 PM 1:33

"private foundation" described in Code section 509(a), the Corporation shall not:

- a) Engage in any act of self-dealing as defined in Code section 4941(d);
- b) Retain any excess business holdings as defined in Code section 4943 (c);
- c) Make any investment in such manner as to subject the Corporation to tax under Code section 4944;
- d) Make any taxable expenditure as defined in Code section 4945 (d).