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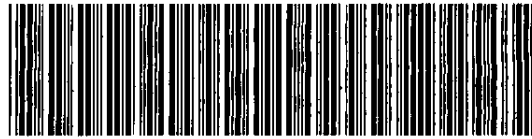
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2009 OCT -9 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers OCT 12 2009

COVER LETTER

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

SUBJECT: The Tesori Family 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: William Henry O'Connell
Name (Printed or typed)

2825 Lewis Speedway, Suite 104
Address

St. Augustine, FL 32084
City, State & Zip

904-829-0082
Daytime Telephone number

taxwho1@bellsouth.net
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION
THE TESORI FAMILY FOUNDATION, INC
A NON PROFIT CORPORATION

The undersigned persons, desiring to form a Corporation not-for-profit under Chapter 617 of the Florida Statutes, certify as follows:

ARTICLE I

Name

The name of the Corporation is The Tesori Family Foundation, Inc.

ARTICLE II

Purpose

The Corporation is organized for any lawful purpose or purposes authorized by the non-profit laws of the State of Florida including without limitation the provision of educational scholarships and other support and awards to students who are members of the Fellowship of Christian Athletes golf programs in the State of Florida.

In furtherance of such purposes, the Corporation shall have and may exercise any and all powers, rights and privileges which a Corporation organized under the non-profit corporation laws of the State of Florida by law may now or hereafter have or exercise.

ARTICLE III

Existence

The Corporation shall have perpetual existence.

ARTICLE IV

Subscribers Names and Addresses

The name and address of the subscriber to these articles of incorporation is:

William Henry O'Connell
2825 Lewis Speedway
Suite 104
St Augustine, Florida 32084

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TALLAHASSEE, FLORIDA

ARTICLE V

Board of Directors

The powers of the Corporation shall be exercised, its property controlled and its affairs managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be stated in the bylaws.

ARTICLE VI

No Financial Benefit to Members

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make these payments and distributions in furtherance of the purposes set forth in Article II.

ARTICLE VII

Dissolution

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporations, shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII

Conflict of Interest

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. *An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.*
- b. *A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or*
- c. *A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.*

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, *he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon.* The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. *An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.*
- b. *The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.*

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the

Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX

Amendments to the Articles of incorporation

These Articles of incorporation may be amended as allowed by law.

ARTICLE X

Amendment to the By-Laws

The By-Laws of the Corporation may be amended as allowed by law,

ARTICLE XI

Principal Office, Initial Registered Office and Registered Agent

The street address of the initial principal office of the Corporation and the initial registered office of the Corporation is 2825 Lewis Speedway, Suite 104, St. Augustine, Florida 32084, and the initial registered agent at that address is Henry O'Connell and the mailing address is the same.


W. Henry O'Connell, Subscriber /registered agent

State of Florida

County of St. Johns

The forgoing instrument was acknowledged before me this 6th day of October, 2009 by W. Henry O'Connell who ☒ is personally known to me, or ☐ has produced a valid driver's license number _____ as identification.


Signature of Notary

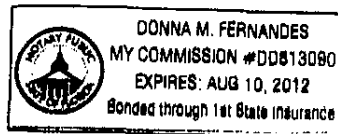
Donna M. Fernandes
Printed Name of Notary

Commission Number:

DD813090

Commission Expires:

8/10/12



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