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FLORIDA PROFIT/NON PROFIT CORPORATION
Sunshine State Scholarship Foundation, Inc.

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
SUNSHINE STATE SCHOLARSHIP FOUNDATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is: SUNSHINE STATE SCHOLARSHIP FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 48 East Main Street, Apopka, Florida 32703.

ARTICLE III - MAILING ADDRESS

The mailing address of this Corporation is 48 East Main Street, Apopka, Florida 32703.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE V - PURPOSES

The purposes for which the Corporation is organized are exclusively:

(a) To maintain funds secured by bequests, gifts, donations, or otherwise for such charitable purposes as may be designated by a majority of its Board under the guidelines set forth herein, and to invest and reinvest the same and to apply the income therefrom, together with so much of the principal thereof as may be deemed necessary and advisable for the purposes for which the Corporation is established.

(b) To generally ascertain to the scholarship needs of students and residents primarily within the State of Florida.

(c) To provide for charitable, artistic and cultural services within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, and to that end:

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1. To expend funds for artistic and academic scholarship programs, events, seminars and other general activities for the improvement and development of academic scholarships in the State of Florida and to assist in the education of students.

2. Generally to engage in artistic, scholarship and cultural programs and events qualifying as such under Section 501(c)(3) of the Internal Revenue Code.

3. More specifically, the Corporation is created to solicit, establish, maintain and award academic scholarships to Florida students in order that they may pursue post secondary education, including, but not limited to, trade and technical studies, undergraduate, graduate and/or education at the professional school level. The procedures, criteria, and processes with respect to the award of academic scholarships shall be as specified in the Corporation's Bylaws.

(d) Generally to engage in providing educational services of a charitable nature qualifying as such under Section 501(c)(3) of the Internal Revenue Code.

(e) To make gifts, grants, and loans to organizations (a) exempt under Section 501(c)(3) of the Internal Revenue Code and (b) to which contributions are deductible under Section 170(c)(2).

(f) To make gifts, grants and loans to state and local institutions for educational, artistic and cultural-related activities.

(g) To do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof and to exercise all powers granted to Not-For-Profit Corporations by Section 617.001 *et seq.* of the Florida Not For Profit Corporation Act, so long as the same are in accord with the requirements governing corporations organized for scientific, educational or charitable purposes under Section 501(c)(3) of the Internal Revenue Code, amendments thereto and Regulations thereunder.

In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the Corporation shall distribute its income for said period at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, (b) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, (c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code, or (d) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

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It is the specific intention of the incorporator that the purposes and activities of the Corporation be as broad as permitted by Section 617.001 *et seq.* of the Florida Not For Profit Corporation Act, but only to the extent that the Corporation qualifies as a tax exempt organization within Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI - RESTRICTIONS ON OPERATIONS:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, 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 its purposes), and no member, trustee, director, 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.

(b) No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by the Internal Revenue Code Section 501(h)), and the Corporation shall not participate or intervene in (including the publication or distributions of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) The Corporation shall not engage in any act of self-dealing prohibited under the Internal Revenue Code.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist, or as they may hereafter be amended.

(e) The Corporation is not authorized to issue any stock.

ARTICLE VII - DISTRIBUTION OF ASSETS UPON LIQUIDATION

The assets of the Corporation are irrevocably dedicated to the purposes specified in ARTICLE V. Therefore, upon liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all remaining assets of the Corporation as they shall determine; provided, however, that such distributions shall be made exclusively:

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(a) for one or more exempt purposes within the contemplation of Section 501(c)(3) of the Code; and/or,

(b) to the United States federal government, and/or to a state or local government, for a public purpose; or,

(c) for a comparable purpose, as specified in paragraphs (a) and (b) of this ARTICLE VII, pursuant to court order.

ARTICLE VIII - MEMBERS

The Corporation shall have no members.

ARTICLE IX - MANNER OF ELECTION OF DIRECTORS

The method of election of Directors will be stated in the Corporation's Bylaws.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 48 East Main Street, Apopka, Florida 32703 and the name of the initial registered agent of this Corporation at that address is WILLIAM J. McLEOD.

ARTICLE XI - INITIAL BOARD OF DIRECTORS

(a) The initial number of directors of the Corporation shall be five (5).

(b) The number of directors of the Corporation may be increased or decreased from time to time pursuant to Bylaws adopted by the directors, but shall never be less than the minimum number of directors required by applicable law.

(c) The name and street addresses of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and have qualified, are:

Name	Address
Patty Adceeb	13846 Atlantic Boulevard - # 812 Jacksonville, Florida 32225
Ann Marie Griffin	18095 SW 288 th Street Homestead, Florida 33030

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Kim R. Kreiger

7850 St. Andrews Circle
Orlando, Florida 32835

Devang Desai

420 South Dixie Highway - Third Floor
Coral Gables, Florida 33146

J. Michael Matthews

2411 W. Horatio Street - # 529
Tampa, FL 33609

ARTICLE XII - BY-LAWS

The power to adopt, amend or repeal Bylaws for the management of the Corporation shall be vested in the Board of Directors of the Corporation.

ARTICLE XIII - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if the same would violate any of the purposes of the Corporation as specified in ARTICLE V hereof.

ARTICLE XV - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: ROBERT J. HUTCHINS, 407 Wekiva Springs Road, Suite 249, Longwood, Florida 32779.



Robert J. Hutchins, Incorporator

4/20/2010
Date

REGISTERED AGENT'S ACCEPTANCE

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


William J. McLeod, Registered Agent

4/20/2010
Date

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