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TALLAHASSEE FLORIDA

10 JUN 25 PM 4:22

MRS
6/29



**LAW OFFICES OF
J. KELLY KENNEDY**

198 1st St S
Winter Haven, FL 33880-3004



J. KELLY KENNEDY

Attorney at Law/Certified Public Accountant
e-mail: kelly@jkklaw.com

AREAS OF PRACTICE:

Wills, Estates, Estate Planning,
Real Property Law, Taxation,
Corporate, Business and Mortgage Law

CYNTHIA CROFOOT RIGNANESE

Attorney at Law
e-mail: ladylawyer@jkklaw.com

REPLY TO:

PO Box 7604, Winter Haven, FL 33883-7604
Tel: (863) 294-1114 Fax: (863) 294-8937

June 25, 2010

Division of Corporations
PO Box 6327
Tallahassee, Florida 32314-6327

RE: Beau Adams Foundation, Inc.

Dear Sirs:

Enclosed herewith for filing are Articles of Incorporation for the above-captioned corporation. A copy of the Articles of Incorporation is also enclosed to be certified and returned to the undersigned.

Our firm's check in the amount of \$78.75 is enclosed to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Form	<u>35.00</u>

Total \$ 78.75

Thank you for your cooperation in this matter.

Sincerely,

J. KELLY KENNEDY, ESQUIRE

JKK/elh

Enclosures

xc: Beau Adams Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
BEAU ADAMS FOUNDATION, INC.**

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10 JUN 25 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned person, desiring to establish a private charitable foundation, acting as incorporator of a corporation not for profit under the Corporation Not For Profit provisions of Chapter 617 of Florida Statutes, does hereby certify and adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **BEAU ADAMS FOUNDATION, INC.** Its principal place of business is: 1175 Avenue Z, S.E., Winter Haven, Florida 33884.

ARTICLE II

The corporation shall have perpetual existence, unless otherwise dissolved under applicable provisions of Florida Statutes, and the corporate existence shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

ARTICLE III

Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

ARTICLE IV

The Corporation shall not have members nor issue shares of stock or membership certificates. The Corporation shall be managed by a Board of Directors, with qualifications and manner of election thereof as provided by the Bylaws of the Corporation.

ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's principal place of business (office) is: 1175 Avenue Z S.E., City of Winter Haven, County of Polk, State of Florida, 33884. The name of its initial registered agent is **CHARLES W. ADAMS, III**.

ARTICLE VI

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the Corporation shall be not less than three, and initially shall be four; provided, however, that such number may be changed by Bylaws duly adopted pursuant to the Bylaws of the Corporation.

Action required or permitted to be taken at a meeting by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation of the Corporation authorize Directors to so act. Such a statement shall be prima facie evidence of such authority.

The initial Board of Directors shall be constituted by:

Charles W. Adams, III	1175 Avenue Z, S.E. Winter Haven, Florida 33884
Mary Pat Adams	8926 Bogaert Drive Groveland, Florida 34736
Ben R. Adams, Jr.	145 Lake Mariam Road, S.E. Winter Haven, Florida 33884
J. Kelly Kennedy	Post Office Box 7604 Winter Haven, Florida 33883

The initial Directors listed above shall serve until election of their successor or successors in office.

ARTICLE VII

The names and addresses of each incorporator are:

Charles W. Adams, III 1175 Avenue Z, S.E.
Winter Haven, Florida 33884

ARTICLE VIII

The Board of Directors shall elect the following officers: President, one or more Vice Presidents, Treasurer and Secretary, and such other officers as the Bylaws of the Corporation may authorize the Directors to elect from time to time.

ARTICLE IX

Subject to limitations, if any, contained in the Bylaws and any limitations set forth in the Corporation's Not For Profit provisions of Chapter 617 of Florida Statutes, the Bylaws of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by resolution of the Board of Directors or by any procedure prescribed in the Bylaws.

ARTICLE X

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to reimburse for reasonable direct expenses incurred, 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 Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 provisions of these Articles, the Corporation shall 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 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 corresponding section of any future federal tax code.

ARTICLE XI

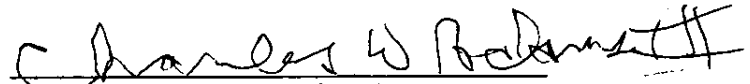
Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable, religious, educational or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated for such purposes.

ARTICLE XII

Amendments to these Articles of Incorporation may be made by the unanimous vote of the Board of Directors, provided, however, that no amendment shall prescribe that an incorporator or director shall have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator of this Corporation have executed these Articles of Incorporation on the dates set forth.

Dated: JUNE 23, 2010


CHARLES W. ADAMS, III

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10 JUN 25 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF POLK

The foregoing instrument was acknowledged before me this 23RD day of JUNE, 2010, by **CHARLES W. ADAMS, III**, who is personally known to me, or have produced N/A as identification.



Edith L. Hayward
Notary Public
Printed Name: EDITH L. HAYWARD
(Affix notary seal)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First--That **BEAU ADAMS FOUNDATION, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Winter Haven, County of Polk, State of Florida, has named

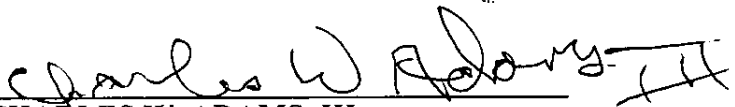
CHARLES W. ADAMS, III located at 1175 Avenue Z, S.E., Winter Haven, Florida 33884

(Street address and number of building,
Post Office Box address not acceptable)

City of Winter Haven, County of Polk, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT
(Must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


CHARLES W. ADAMS, III
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA