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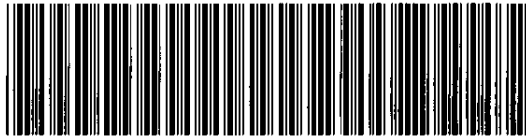
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TALLAHASSEE, FLORIDA

J. Shivers JUL 26 2010

LC12-013
625

COVER LETTER

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

SUBJECT: Hilda F Davis Memorial 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: Kurt Saull
Name (Printed or typed)

1890 Sweetbroom Cir Apt 208
Address

Lutz, FL 33559
City, State & Zip

813-846-9438
Daytime Telephone number

hildafdavismemorial@gmail.com
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
OF THE
HILDA F DAVIS MEMORIAL FOUNDATION, Inc.**
In Compliance with Chapter 617, F.S., (Not for Profit)

Article I - Name and Principal Office

This Corporation shall be named the Hilda F Davis Memorial Foundation, Inc. with principal offices located in Pasco County at 1890 Sweetbroom Circle, Suite 208, Lutz, Florida, 33559, with mailing address PO Box 424, Gales Ferry, Connecticut, 06335.

Article II - Objects and Purposes

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and in this connection, subject to the restrictions set forth below, the specific objects and purposes of the Corporation and the nature of the business to be carried on by it are as follows, all of which shall be conducted exclusively for the benefit of the Hilda F Davis Memorial Foundation, a Florida nonprofit corporation described in Section 501(c)(3) of the Internal Revenue Code ("HFDMF"):

- [i] To develop the financial resources necessary to strengthen HFDMF and to solicit, receive, hold, administer, and distribute funds to or for the benefit of HFDMF;
- [ii] To receive, maintain, and administer a fund of real and personal property, derived from all sources whatsoever, and subject to the terms of any specific gift, grant, bequest, or devise and to the restrictions set forth below, to use, apply, and distribute the income from and the principal of such a fund exclusively for the purpose of carrying out the preceding purposes of the Corporation;
- [iii] To do and to engage in all lawful activities that further or are consistent with the preceding objects and purposes of the Corporation.

Article III - Board of Directors

The affairs and management of the Corporation shall be under the control of a Board of Directors. The Board of Directors of the Corporation shall be composed of not less than three nor more than seven directors, as may be fixed by the bylaws of the Corporation. Directors shall serve for the terms stated in the bylaws of the Corporation

Article IV - Bylaws

The Board of Directors, subject to the approval of the Member of the Corporation, shall have the power to make such bylaws as it may deem proper for the management of the affairs of the Corporation. Such bylaws may prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the persons who shall be authorized to execute the instruments of conveyance or encumbrance.

Article V - Initial Directors

Maureen Reubelt, PO Box 424, Gales Ferry, Connecticut 06335, President
Linda Gaudet, PO Box 424, Gales Ferry, Connecticut 06335, Vice-President
Kurt Saull, 1890 Sweetbroom Circle #208, Lutz, FL 33559, Treasurer

Article VI - Powers

In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Florid[a]

Article VII - Restrictions on Powers

Notwithstanding any other provision of these Articles of Incorporation, the powers of the Corporation are restricted as follows:

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[i] The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on [a] by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or [b] by an organization the contributions to which are deductible under Sections 170(c)(2), 642(c)(1), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code.

[ii] No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any other private individual whatsoever (except that reasonable compensation may be paid for, and reimbursement may be made for reasonable expenses incurred in connection with, services rendered to or for the Corporation affecting one or more of its objects and purposes and except that payments may be made to a private individual other than a director or officer of the Corporation in furtherance of the objects and purposes set forth in Article III), and no director or officer of the Corporation or any other private individual whatsoever shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

[iii] No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article VIII - Prohibited Acts

Notwithstanding any other provision of these Articles of Incorporation, if this Corporation at any time is a private foundation as defined in Section 509 of the Internal Revenue Code, the following provisions shall apply:

[i] The Corporation shall distribute its income for each taxable year at such time and in such a manner as not to subject the Corporation to the tax imposed under Section 4942 of the Internal Revenue Code;

[ii] The Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code;

[iii] The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code;

[iv] The Corporation shall not make any investments in such a manner as to subject the Corporation to the tax imposed under Section 4944 of the Internal Revenue Code; and

[v] The Corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code.

Article IX - Officers

The Corporation shall have such officers as may from time to time be prescribed by the bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the bylaws then in effect.

Article X - Change in Corporate Status and Articles of Incorporation

The Board of Directors of this Corporation shall have the right from time to time on the vote of two-thirds of the Directors, subject to the approval of the Member of the Corporation, and not otherwise, to sell substantially all of the assets of the Corporation, merge, or dissolve the Corporation, or to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or subsequently prescribed by statute, except that no such amendment, alteration, change, or repeal shall be made which shall:

[i] Amend, alter, change, or repeal the restrictions set forth in Article VII unless the Internal Revenue Code changes so that so amending, altering, changing, or repealing such restrictions would not disqualify the Corporation for federal income tax exemption under Sections 501(c)(3) of the Internal Revenue Code or as an organization the contributions to which are deductible under Sections 170(c)(2), 642(c)(1), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code.

[ii] Operate to permit the use, application, or disbursement of any of the principal or income of all or any part of the corporate property for any purpose other than those expressly provided for in these Articles of Incorporation, or other than exclusively for charitable or educational purposes.

[iii] Operate to permit the principal or income of any bequest, devise, grant, or gift to this Corporation to be used contrary to the conditions, limitations, or restrictions contained in any such bequest, devise, grant, or gift.

Article XI - Dissolution

Upon any liquidation, dissolution, or winding up of the Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all the obligations and liabilities of the Corporation, dispose of all the assets owned by the Corporation by transferring such assets exclusively to or for the benefit of such organization or organizations as shall at the time qualify under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors, subject to the approval of the Member of the Corporation, shall determine. Any of such assets not so disposed of shall be disposed of by the District Court for the County of Pasco, Florida, exclusively for such exempt purposes or to such organization or organizations which are organized and operated exclusively for such exempt purposes, as such Court shall determine.

Article XII - Indemnification

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person. This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

Article XIII - Internal Revenue Code

All references to the Internal Revenue Code shall be deemed to mean the Internal Revenue Code of 1986, as it presently is constituted, as it may be amended, or any successor statute of similar purpose.

Article XIV - Membership and Capital Stock

The sole voting member of the Corporation shall be HFDMF, a Florida nonprofit corporation (the "Member"). The Corporation shall have no capital stock.

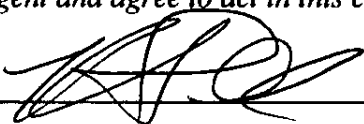
Article XV - Initial Registered Agent

Kurt Saull, 1890 Sweetbroom Circle #208, Lutz, FL 33559

Article XVI - Incorporator

Kurt Saull, 1890 Sweetbroom Circle #208, Lutz, FL 33559

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.



Kurt Saull, Registered Agent

7-20-2010

Date

The undersigned incorporator hereby declares, under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.



Kurt Saull, Incorporator

7-20-2010

Date

**ATTACHMENT A TO THE
ARTICLES OF INCORPORATION
OF THE
HILDA F DAVIS MEMORIAL FOUNDATION
In Compliance with Chapter 617, F.S., (Not for Profit)**

Article I - Purpose

The purpose of the conflict of interest policy is to protect Hilda F Davis Memorial Foundation's ("HFDMF") 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.

Article II - Definitions

A. Interested Person

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

B. Financial Interest

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

- [i] An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- [ii] A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- [iii] 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.

Article III - Procedures

A. 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.

B. 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.

C. Procedures for Addressing the Conflict of Interest

- [i] 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.
- [ii] 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.
- [iii] 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.

[iv] 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.

D. Violations of the Conflicts of Interest Policy

[i] 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.

[ii] 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.

Article IV - Records of Proceedings

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

[i] 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.

[ii] 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.

Article V - Compensation

Compensation from within the corporation shall be designated by the following:

[i] 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.

[ii] 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.

[iii] 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.

Article VI - 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:

[i] Has received a copy of the conflicts of interest policy,

[ii] Has read and understands the policy,

[iii] Has agreed to comply with the policy, and

[iv] 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.

Article VII - 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:

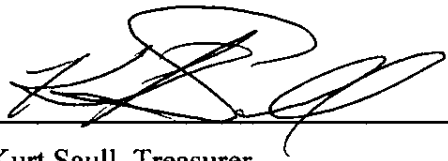
[i] Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

[ii] 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 being inured, impermissible private benefit, or in an excess benefit transaction.

Article VIII -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.

The undersigned hereby declares, under penalties of perjury, that the statements made in the foregoing Amendment to the Articles of Incorporation are true.



Kurt Saull, Treasurer

7.20.2010

Date

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