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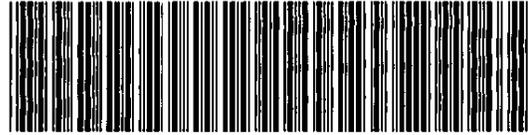
(Business Entity Name)

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2010 AUG 25 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch AUG 26 2010

COVER LETTER

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

SUBJECT: Brooksville Vision 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: The Hogan Law Firm
Name (Printed or typed)

20. So. Broad Street
Address

Brooksville, Florida 34601
City, State & Zip

352-573-8101
Daytime Telephone number

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

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

**ARTICLES OF INCORPORATION OF
BROOKSVILLE VISION FOUNDATION, INC.
a Florida not for profit corporation**

WE, the undersigned, do propose and agree to the following Articles of Incorporation:

ARTICLE I: NAME AND ADDRESS

The name and address of this Corporation shall be BROOKSVILLE VISION FOUNDATION, INC. located at 5042 Gevalia Drive, Brooksville, Florida, 34604.

ARTICLE II: RESIDENT AGENT

The name and location of the Resident Agent of this Corporation shall be: The Hogan Law, Firm, LLC, 20 South Broad Street, Brooksville, Florida 34601 or such other person or location as the Board of Directors may from time to time select.

ARTICLE III: GENERAL NATURE AND PURPOSE

This Corporation shall be exclusively devoted to conducting fundraisers to raise funds for charitable and 501(c) (3) entities and related or supporting services.

ARTICLE IV: POWERS

A. The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed therein upon such corporations.

B. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes including, but not limited to, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code.

C. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 expenditures 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 publication or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax 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 an organization, contributions to which are deductible under Section 170(c)(2) of the IRC and regulations as they now exist or hereafter may be amended, or by a corporation organized under Florida Statute Chapter 617.

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COUNTY CLERK
BROOKSVILLE, FLORIDA

- D. Without limiting the foregoing, the Corporation shall have the power to:
- (1) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.
 - (2) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

ARTICLE V: MEMBERSHIP

The Corporation shall have no voting members. The Corporation may, in the Corporation's Bylaws, establish memberships and classes and the relative rights of such classes. However, no class of membership shall have voting rights unless the Articles of Incorporation are amended to so provide.

ARTICLE VI: EXISTENCE

The Corporation shall have perpetual existence, unless dissolved by Law.

ARTICLE VII: BOARD OF DIRECTORS

- A. The number of persons serving on the Board of Directors shall be established in the Corporation's Bylaws provided; however, that there shall be no less than three (3).
- B. A quorum of the Board of Directors shall consist of two (2) members.

ARTICLE VII: OFFICERS AND DIRECTORS

- A. The officers of this Corporation shall be a President, Secretary and a Treasurer and such other officers as may be provided for in the Bylaws. Officers shall be elected in the manner and for the terms set forth in the Corporation's Bylaws.
- B. Directors shall be elected in the manner and for the terms, including staggered terms, and with the qualifications provided in the Corporation's Bylaws.
- C. The authority and duties of officers shall be set forth in the Corporation's Bylaws.
- D. Each director and each officer or former director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no director or officer shall be

indemnified if he or she is determined to have breached or failed to perform his or her duties as a director or officer, as the same is defined in Florida Statute 617.0834, or its successor. Such rights of indemnification shall be in addition to any other rights to which directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable Florida law.

E. The Initial Directors will be:

Ms. Michael Heard
4550 Golf Club Lane
Spring Hill Florida 34609

Randall K. Woodruff
801 South Broad Street
Brooksville Florida 34601

ARTICLE IX: DISSOLUTION

Upon the dissolution of the Corporation, 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 so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation 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.

ARTICLE X: BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors. Such actions may be taken at any duly called meeting of the Board of Directors. Notice of a duly called meeting for proposed action on the Bylaws is required. Approval of any action on the Bylaws shall require a majority of all directors.

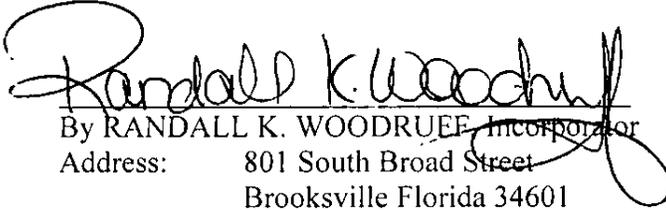
ARTICLE XI: AMENDMENTS

A. The Articles of Incorporation may be amended by a majority vote of all directors at a regular or special meeting of the Board of Directors called for that purpose.

B. These Articles of Incorporation has been adopted and approved by consent of all of the directors of the Corporation pursuant to 607.1002 Florida Statutes.

C. These Articles of Incorporation shall become effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Incorporation on behalf of the Corporation this 19th day of August, 2010.


By RANDALL K. WOODRUFF, Incorporator
Address: 801 South Broad Street
Brooksville Florida 34601

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.

THE HOGAN LAW FIRM, LLC


by Derrill L. McAteer, Esq.

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TALLAHASSEE, FLORIDA