

10/26/2010 06:13

850-245-6030

REGISTRATION SECTION

PAGE 82/08

10/25/2010 04:35 FAX

727-464-1818

JOHNSON/POPE,BOKOR

00001/0008

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000229889 3)))



H100002298893ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : JOHNSON, POPE, BOKOR, RUPPEL & BURNS
Account Number : 076666002140
Phone : (727) 461-1818
Fax Number : (727) 441-8617

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

RECEIVED

10 OCT 25 PM 3:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION
Archway Foundation, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

75 10/26/10

10/25/2010 03:38 FAX 727 484 1818
850-817-6381

JOHNSON, POPE, BOKOR

10/21/2010 11:24:06 AM PAGE

1/001

Fax Server

00002/0008



October 21, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP

SUBJECT: ARCHWAY FOUNDATION, INC.
REF: W10000049581

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is N37269 ARCHWAYS FOUNDATION, INC.

An effective date may be added to the Articles of Incorporation if a 2011 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

FAX Aud. #: H10000229889
Letter Number: B10A00024909

10/25/2010 03:38 FAX 727 464 1818

JOHNSON, POPE, BOKOR

FILED 20003/0008

10 OCT 25 PM 1:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ARCHWAY SCHOLARSHIP FOUNDATION, INC.
A Nonprofit Corporation

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby certifies:

ARTICLE I
NAME AND ADDRESS

The name of this Corporation is ARCHWAY SCHOLARSHIP FOUNDATION, INC. The principal office and mailing address of the Corporation is 911 Chestnut Street, Clearwater, Florida 33756.

ARTICLE II
PURPOSES, RIGHTS AND POWERS

1. This Corporation is organized to provide economic and other assistance, consisting mainly of scholarships, to educational institutions which shall provide such economic assistance to economically disadvantaged students.

2. 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 be empowered to make the election authorized under Code Section 501(h). 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.

3. 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 Code Section 501(c)(3).

4. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

Prepared By:
Bruce H. Bokor, Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 0150340

10/25/2010 03:38 FAX 727 464 1818

JOHNSON, POPE, BOKOR

0004/0008

ARTICLE III LIMITATIONS

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II 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 provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or the corresponding section of any future federal tax code. Such corporations described in the prior sentence are "qualified organizations."

2. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or the corresponding section of any future federal tax code.

3. The Corporation will not engage in any act of self-dealing as defined in Code Section 4941(d), or the corresponding section of any future federal tax code.

4. The Corporation will not retain any excess business holdings as defined in Code Section 4943(c), or the corresponding section of any future federal tax code.

5. The Corporation will not make any investments in a manner as to subject it to tax under Code Section 4944, or the corresponding section of any future federal tax code.

6. The Corporation will not make any taxable expenditures as defined in Code Section 4945, or the corresponding section of any future federal tax code.

ARTICLE IV DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event the Corporation dissolves, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute all remaining assets of this Corporation exclusively to "qualified organizations," as described above, or distributed to the federal, state, or local governments for one or more public purposes. 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 one or more exempt or public purposes.

10/25/2010 03:38 FAX 727 464 1818

JOHNSON, POPE, BOKOR

@0005/0008

ARTICLE V
MEMBERS: DIRECTORS

1. The Corporation shall not have any members.
2. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

3. The persons who shall serve until the first election of Directors are as follows:

<u>Name</u>	<u>Address</u>
Dennis G. Ruppel	911 Chestnut Street Clearwater, Florida 33756
Robert H. Willis, Jr.	259 3 rd Street North St. Petersburg, Florida 33701
Mary Frances Fournet	805 Executive Center Drive West Pasco Bldg. Suite 300 St. Petersburg, Florida 33702
Melvin F. Sembler	5858 Central Avenue St. Petersburg, Florida 33707
Peter R. Wallace	259 3 rd Street North St. Petersburg, Florida 33701

ARTICLE VI
OFFICERS

1. Officers. The officers of this Corporation shall consist of a President, one or more Vice-Presidents, a Treasurer, a Secretary and such Assistant Treasurers, Assistant Secretaries and other officers of this Corporation as the Board of Directors deems necessary.
2. Election and Term of Office. The Board of Directors shall elect officers at each Annual Meeting of the Board of Directors, and may at any meeting fill any officer vacancy.
3. Powers and Duties. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.

10/25/2010 03:30 FAX 727 464 1818

JOHNSON, POPE, BOKOR

0000/0008

4. Initial Officers. The persons who shall serve as officers until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
Peter R. Wallace	President
Dennis G. Ruppel	Secretary
Mary Frances Fournet	Treasurer
Robert H. Willis, Jr.	Vice President

ARTICLE VII
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE VIII
BYLAWS

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

ARTICLE IX
INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

10/26/2010 03:39 FAX 727 454 1818

JOHNSON, POPE, BOKOR

00007/0008

ARTICLE X INDEMNIFICATION

Each Director and each officer or former Director or former officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred 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: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers maybe entitled under any bylaw, agreement, corporate resolutions, vote of Directors or otherwise. This 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 state law.

ARTICLE XI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 911 Chestnut Street, Clearwater, Florida 33756, and the name of the initial registered agent of this Corporation at that address is Dennis G. Ruppel.

ARTICLE XII INCORPORATOR

The name and address of the person signing these Articles are:

Dennis G. Ruppel
911 Chestnut Street
Clearwater, Florida 33756

IN WITNESS WHEREOF, the undersigned has subscribed his name this 20th day of October, 2010, at Clearwater, Florida.



DENNIS G. RUPPEL, Incorporator

#541393v1

10/25/2010 03:39 FAX 727 464 1818

JOHNSON, POPE, BOKOR

00008/0008

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, ARCHWAY SCHOLARSHIP FOUNDATION, INC., desiring to organize under the laws of the State of Florida, hereby designates Dennis G. Ruppel, located at 911 Chestnut Street, Clearwater, Florida 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named Corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Date: October 20, 2010


DENNIS G. RUPPEL

FILED
OCT 25 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA