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FLORIDA PROFIT/NON PROFIT CORPORATION

Stephen W. Baylis Charitable Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF**

STEPHEN W. BAYLIS CHARITABLE FOUNDATION, INC.

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be STEPHEN W. BAYLIS CHARITABLE FOUNDATION, INC., a Florida not for profit corporation.

ARTICLE II - PURPOSES

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. The assets of the corporation shall be used exclusively for charitable, religious, or educational purposes, or for the prevention of cruelty to children or animals to accomplish the following (herein "Charitable Purposes"): (i) the support in furtherance of the charitable purposes of exempt organizations supported by Stephen W. Baylis during his life, including, but not limited to, the United Way of Central Florida, Inc. and Campfire USA Sunshine Council, Inc.; (ii) the provision of funds and resources to support human services organization for the relief of the poor and underprivileged with the State of Florida; (iii) to support programs to assist and train youth to become productive members of society within the greater Central Florida area; and (iv) to support such other

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charitable organizations and charitable programs as may be determined to be appropriate within the State of Florida by the Board of Directors. The corporation's purposes include but are not limited to, funding national, state, and local qualified education, health, religious, and social welfare organizations. Such organizations also must be organizations described in paragraph (1) or (2) of Section 509(a) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall distribute its income for each tax year at a time and in a manner so as not to become subject to the tax on undistributed income imposed by

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Section 4942 of the Internal Revenue Code of 1986, or the corresponding section of any future federal Internal Revenue Tax Code.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal Internal Revenue Tax Code.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding section of any future federal Internal Revenue Tax Code.

The corporation shall not make any investments in a manner so as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding section of any future federal Internal Revenue Tax Code.

The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal Internal Revenue Tax Code.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. Subject to any applicable limitations, the corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

This Corporation shall have no Members.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence, commencing on the filing of these Articles with the Florida Department of State.

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ARTICLE VI - DIRECTORS AND OFFICERS

The affairs of the corporation shall be managed by the Board of Directors consisting of not less than three (3) persons and not more than nine (9) persons. The number of directors and the manner of their election shall be set forth in the Bylaws of this corporation.

The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer and such other officers as provided in the Bylaws. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be seven (7), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
EDITH L. YATES	53 Lake Morton Drive Lakeland, Florida 33801
STEPHEN TODD BAYLIS	53 Lake Morton Drive Lakeland, Florida 33801
TRACY Y. KIMBROUGH	53 Lake Morton Drive Lakeland, Florida 33801
STEVEN J. BOYINGTON	135 Lake Morton Drive Lakeland, Florida 33801
DAVID HENDERSON	155 Lake Morton Drive #4 Lakeland, Florida 33801

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HOLLIS H. HOOKS

225 East Lemon Street, Suite 100
Lakeland, Florida 33801

JOHN K. VREELAND

One Lake Morton Drive
Lakeland, Florida 33801

The number of directors shall be fixed in the Bylaws of this corporation. Directors shall be elected as provided in the Bylaws of this corporation.

ARTICLE VIII - NAMES OF OFFICERS

The names of the initial officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
EDITH L. YATES	President
STEPHEN TODD BAYLIS	Vice-President
TRACY Y. KIMBROUGH	Secretary/Treasurer

ARTICLE IX - BYLAWS

The Bylaws of the corporation shall be adopted, altered, amended and rescinded by a majority vote of the Board of Directors at a meeting of the Directors duly called and held in accordance with the Bylaws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors, by majority vote, at a meeting of the Directors duly called and held in accordance with the Bylaws.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be

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distributed for one or more exempt purposes to, and only to, (i) any one or more organizations having purposes similar to the Charitable Purposes of the corporation and qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder, so long as the corporation complies with Section 507 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations hereunder, or (ii) the federal government or to a state or local government for public purposes. Any such assets not so disposed of shall be dispersed by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for the purposes described herein, to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

One Lake Morton Drive
Lakeland, Florida 33081

The name of the initial registered agent of this corporation shall be:

JOHN K. VREELAND, Esq.

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office and mailing address of this corporation shall be:

53 Lake Morton Drive
Lakeland, Florida 33801

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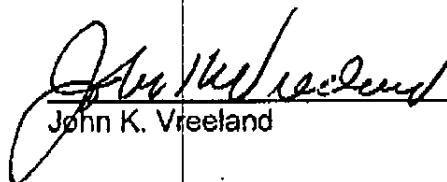
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ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

JOHN K. VREELAND, Esq.
One Lake Morton Drive
Lakeland, Florida 33801

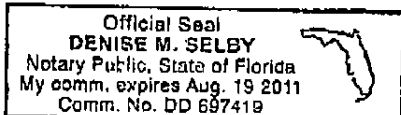
IN WITNESS WHEREOF, I have set my hand and seal this 16th day of December, 2010.



John K. Vreeland

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Articles of Incorporation were acknowledged before me this 16th day of December, 2010, by John K. Vreeland, ☒ who is personally known to me or ☐ who produced a Florida driver's license as identification and who did not take an oath.

(Affix Notary Seal)




NOTARY PUBLIC, State of Florida
Print Name: _____
My commission expires: _____

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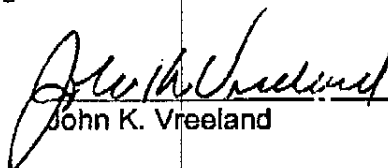
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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENTSECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.


John K. Vreeland

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