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**FLORIDA PROFIT/NON PROFIT CORPORATION
THE ZACH GIBLER FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION
OF
THE ZACH GIBLER FOUNDATION, INC.**

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I, the undersigned natural person of the age of eighteen (18) years or more, being a citizen of the State of Texas, acting as incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such Corporation:

ARTICLE ONE

The name of the Corporation is THE ZACH GIBLER FOUNDATION, INC. (the "Corporation").

ARTICLE TWO

The principal office and mailing address of the Corporation is 1227 South Patrick Drive, Building 2A, Satellite Beach, Florida 32937.

ARTICLE THREE

The Corporation is formed exclusively and will be operated solely for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including (without limitation) (i) granting educational and scientific scholarships and grants, (ii) supporting and enhancing organizations that are exempt from taxation as described in Section 501(c)(3) of the Code, organizations described in Section 170(b)(1)(A)(i)-(vi) of the Code, and/or organizations described in Section 511(a)(2)(B) of the Code, and (iii) doing all things necessary for and incidental to the accomplishment of the purposes and goals of the Corporation.

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Notwithstanding the provisions of this Article Four, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or (2) as a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a), and 2522(a) of the Code.

ARTICLE FOUR

The period of duration of the Corporation is perpetual.

ARTICLE FOUR

The Corporation is a not for profit corporation.

ARTICLE FIVE

The street address of the initial registered office of the Corporation is Capitol Corporate Services, Inc., 155 Office Plaza Drive, Suite A, Tallahassee, Florida 32301; the name of its initial registered agent at such address is CAPITOL CORPORATE SERVICES, INC., who voluntarily accepts such appointment and is familiar with the obligations of the position of registered agent.

ARTICLE SIX

The number of directors and the method of their election shall be determined by the Bylaws of the Corporation and shall be subject to change from time to time as the Bylaws may be amended.

The number of directors constituting the initial Board of Directors of the Corporation is four (4), and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
DONALD R. HARKLEROAD	3091 Governors Lake Drive, Suite 500 Norcross, Georgia 30071
CHARLES DARNELL	1227 South Patrick Drive, Building 2A Satellite Beach, Florida 32937

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MARY V. GIBLER

1227 South Patrick Drive, Building 2A
Satellite Beach, Florida 32937

RACHEL L. GIBLER

1227 South Patrick Drive, Building 2A
Satellite Beach, Florida 32937

The members of the Board of Directors shall serve without compensation, and no member of the Board of Directors shall receive any pecuniary benefit from the Corporation in his or her capacity as a member of the Board of Directors except reimbursement for actual expenses incurred in connection with the business of the Corporation.

A director is not liable to the Corporation for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE SEVEN

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation regardless of the provisions in the Florida Not For Profit Corporation Act governing indemnification. As provided in the Bylaws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers, members, or others related to the Corporation.

ARTICLE EIGHT

The name and address of the incorporator is:

John M. Collins
2323 Victory Avenue, Suite 700
Dallas, Texas 75219

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ARTICLE NINE

The Corporation shall have no shareholders or other members.

ARTICLE TEN

The initial Bylaws of the Corporation shall be adopted by the Board of Directors, and the power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.

ARTICLE ELEVEN

In the event of the winding up and termination of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the Corporation shall go and be distributed to a non-profit fund, foundation, or corporation which is organized or operated exclusively for charitable, religious, and/or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Code as the directors of this Corporation may select and designate; and in no event shall any of the said assets or property, in the event of winding up and termination, go or be distributed to any persons, either for the reimbursement of any sum subscribed, donated, or contributed by such persons, or for any other such purpose.

ARTICLE TWELVE

1. The Corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends. The balance, if any, of all money and other assets received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purposes of the Corporation as particularly set forth in Article Four hereof.

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2. Notwithstanding anything to the contrary contained in any provision of this Articles of Incorporation or of the Bylaws of this Corporation, if this Corporation is ever determined to be a private foundation, as defined in Section 509 of the Code, it shall not act, operate, or engage in any transaction which would subject the Corporation or any other persons to a tax imposed by Sections 4941 to 4945 of the Code.

3. 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 payments and distributions in furtherance of the purposes set forth in Article Four hereof.

4. No substantial part of the activities (except as permitted pursuant to the Code) of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner to any extent 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 any activities that are unlawful under applicable federal, state, or local laws.

5. The Corporation shall not operate for the primary purpose of carrying on a trade or business for profit.

6. The territory in which the Corporation's operations are principally to be conducted is the United States of America.

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The undersigned hereby acknowledges, accepts, and consents to its designation or appointment as registered agent in Florida for the Corporation, as indicated above.

The undersigned is registered or otherwise authorized to do business in Florida and understands that it will be its responsibility to receive any process, notice, or demand that is served on it as the registered agent of the Corporation; to forward such to the Corporation; and to immediately notify the Corporation and submit a statement of resignation to the Florida Department of State if it resigns as registered agent of the Corporation.

Dated as of January 20, 2011.

CAPITOL CORPORATE SERVICES, INC.,
a Texas corporation qualified to do business in
the State of Florida

By:

Boyle Wendle
Name: Boyle Wendle
Title: Assistant Secretary

IN WITNESS WHEREOF, I have hereunto set my hand this 19 day of

January, 2011.


John M. Collins, Incorporator

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