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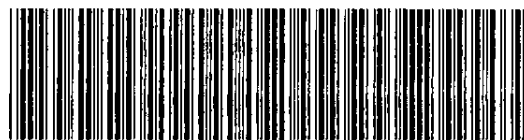
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TALLAHASSEE, FLORIDA

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## COVER LETTER

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

SUBJECT: Turn the Pages Foundation  
(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: Matthew Doyle Pita  
Name (Printed or typed)

221 Espanola Way  
Address

Melbourne, FL 32901  
City, State & Zip

978.257.0235  
221 Espanola Way Telephone number

mpita2@gmail.com /  
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 26, 2011

MATTHEW DOYLE PITA  
221 ESPANOLA WAY  
MELBOURNE, FL 32901

SUBJECT: TURN THE PAGES FOUNDATION  
Ref. Number: W11000019950

We have received your document for TURN THE PAGES FOUNDATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Jessica A Fason  
Regulatory Specialist II

Letter Number: 211A00008550

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be: Turn the Pages Foundation Corp.

**ARTICLE II PRINCIPAL OFFICE**

Principal street address  
221 Espanola Way  
Melbourne, FL 32901

Mailing address, if different is:

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

The mission of Turn the Pages Foundation is to collect and distribute used college and high school notebooks and other school related materials to underfunded schools in the United States and around the world. Turn the Pages Foundation is dedicated to improving the attainment levels and pursuit for knowledge of students who lack access to basic and essential school materials. In coordination with a network of partners, sponsors, individual volunteers, and donation support groups, the Foundation provides the essential educational materials and an organizational framework for the support and development of educational outreach programs and sustained operations in the pursuit to increase attainment levels and opportunity for students around the world. The Foundation will create and maintain useful outreach programs as a method for sustainability and enhancement for the lives of students lacking notebooks and other school related materials. This corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall collect used notebooks and other school related materials and distribute these materials to underfunded schools in the US and around the world. The corporation seeks to increase educational opportunities and attainment levels by providing the above resources to students that the corporation deems in demand or appropriate. All funds, whether income or principal, and whether acquired by gift, contribution or otherwise, shall be devoted to said purposes.

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed:

(A) Governance provision. The Board must comprise members with a diverse set of talents, experiences, and competencies that will best fulfill the mission and needs of the organization. The Board and its Directors are understood to act as fiduciaries with regard to the Foundation, and their duties include, but are not limited to, the fiduciary duty of care and the fiduciary duty of loyalty.

(B) Governance definitions. "Community," as used in the Bylaws, shall be defined by the Board, consistent with the mission statement. "Chapters," as used in these bylaws, shall be defined by the Board, consistent with the mission statement, and will function as independent associations that operate in accordance with the Bylaws and the mission statement of the Foundation, and are not to be used for commercial or other business or non-profit arrangements with the Foundation.

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: John Paul Bennett - CEO  
Address: 807 Allen Street,  
New Cumberland, PA 17070

Name and Title: Brian Boone - CMO  
Address: 244 Sandelewood  
Winter Park, FL 32789

Name and Title: Matthew Pita - CFO  
Address: 221 Espanola Way  
Melbourne, FL

Name and Title: Thurgood Powell - CFO  
Address: 4701 Great Oak Lane  
Harrisburg, PA 17110

Name and Title: Kady Taylor - DOP  
Address: 119 Bakerfield Drive  
Middletown, DE 19709

Name and Title:  
Address:

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TALLAHASSEE, FLORIDA  
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**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Matthew Pita  
Address: 221 Espanola Way  
Melbourne, FL 32901

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: Matthew Pita  
Address: 221 Espanola Way  
Melbourne, FL 32901

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

\_\_\_\_\_  
Required Signature of Registered Agent

04/01/11  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

\_\_\_\_\_  
Required Signature of Incorporator

04/01/11  
Date

## **Article of Incorporation**

### **Article 1**

This organization shall be known as the Turn the Pages Foundation. The registered agent and registered office will be determined by a resolution of the Board of Directors. The temporary registered office is 221 Espanola Way, Melbourne, FL 32901. The main web site of the Foundation shall be <http://www.turnthepagesfoundation.org> or <http://www.pagefoundation.org>.

### **Article II – Statement of Purpose**

The mission of Turn the Pages Foundation is to collect and distribute used college and high school notebooks and other school related materials to underfunded schools in the United States and around the world. Turn the Pages Foundation is dedicated to improving the attainment levels and pursuit for knowledge of students who lack access to basic and essential school materials. In coordination with a network of partners, sponsors, individual volunteers, and donation support groups, the Foundation provides the essential educational materials and an organizational framework for the support and development of educational outreach programs and sustained operations in the pursuit to increase attainment levels and opportunity for students around the world. The Foundation will create and maintain useful outreach programs as a method for sustainability and enhancement for the lives of students lacking notebooks and other school related materials.

This corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall collect used notebooks and other school related materials and distribute these materials to underfunded schools in the US and around the world. The corporation seeks to increase educational opportunities and attainment levels by providing the above resources to students that the corporation deem in demand or appropriate. All funds, whether income or principal, and whether acquired by gift, contribution or otherwise, shall be devoted to said purposes.

### **Article III – Membership**

The Foundation does not have members. The Foundation is board-only, with membership whose powers are limited to those delegated by the board.

### **Article IV - The Board of Directors**

#### **Section 1. General Powers.**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation shall be managed under, the direction of the Board of Directors.

#### **Section 2. Number, Tenure, and Qualification.**

The number of Directors of the Foundation shall be at least five (5) and limited to ten (10). Directors are selected according to the process specified in Section 3 below. Each Trustee shall hold office until the expiration of his or her term as specified in Section 3 below, or until their earlier resignation, removal from office, or death.

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TALLAHASSEE, FLORIDA  
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### **Section 3. Selection.**

(A) Governance priorities. The Board must comprise members with a diverse set of talents, experience, and competencies that will best fulfill the mission and needs of the organization. The Board and its Directors are understood to act as fiduciaries with regard to the Foundation, and their duties include, but are not limited to, the fiduciary duty of care and the fiduciary duty of loyalty.

(B) Governance definitions. "Community," as used in the Bylaws, shall be defined by the Board, consistent with the mission statement. "Chapters," as used in these bylaws, shall be defined by the Board, consistent with the mission statement, and will function as independent associations that operate in coordination with the Foundation to implement the mission statement. A chapter may be required to incorporate formally in order to engage in cooperative fund-raising or other business or non-profit arrangements with the Foundation.

(C) Community-selected Directors. One community-selected Director will be approved through Board of Directors voting process for a one-year term ending in May of the next year. The Board of Directors shall determine the dates, rules and regulation of the voting procedures, which, beginning in 2009, shall take place in odd-numbered years. The Board shall determine who is qualified to vote for community-selected Directors. The Board will approve candidates who receive the most votes, subject to Subsection (A), supra. and other provisions of these Bylaws. In the event that a candidate is selected who does not meet the requirements of Subsection (A) or other requirements of these Bylaws, or of applicable state or federal law, the Board will (i) not approve the selected candidate, (ii) declare a vacancy on the Board, and (iii) appoint the candidate receiving the next most votes to fill the resulting vacancy, subject to this section and Section 6 below. Community-selected Directors must resign from any chapter-board, governance, chapter-paid, or Foundation-paid position for the duration of their terms as Directors, but may continue to serve chapters in informal or advisory capacities. Directors selected by the community under this subsection shall serve two-year terms.

(D) Chapter-selected Directors. Two Directors will be selected by chapters in even-numbered years according to a procedure approved by a majority of the chapters and approved by the Board. Amendments to this procedure also must be approved by a majority of the chapters and approved by the Board. Chapter-selected Directors must resign from any chapter-board, governance, chapter-paid, or Foundation-paid position for the duration of their terms as Directors, but may continue to serve chapters in informal or advisory capacities. Chapter-selected members must meet the requirements of applicable state or federal law for Board membership. In the event that a candidate is selected who does not meet the requirements of Subsection (A) or other requirements of these Bylaws, or of applicable state or federal law, the Board will (i) not approve the selected candidate, (ii) declare a vacancy on the Board, and (iii) request that the chapters select a new Trustee to fill the resulting vacancy, subject to this section and to Section 6 below. Directors selected by the chapters under this subsection shall serve two-year terms.

(E) Board-appointed Directors. New Board of Directors will be appointed by the current Board from a list of candidates selected when a current Board of Director member has an earlier resignation, removed from office, or death occurs. Board-appointed Directors from any chapter-board, governance, chapter-paid, or Foundation-paid position can remain in these positions for the duration of their terms as Directors. Directors selected by the Board under this subsection

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SECRETARY OF STATE  
1100 PENNSYLVANIA AVE  
HARRISBURG, PA 17103

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shall serve one-year terms. The Board may reappoint a Board-appointed Trustee from year to year, for successive one-year terms.

#### **Section 4. Meetings.**

Meetings of the Board of Directors may be scheduled at such times and at such places as the Directors deem appropriate and shall be conducted at least annually. A quorum shall consist of at least the majority of Directors. The Chair may call a special meeting of the Directors for any purpose upon notice being given at least ten days in advance of the meeting. Meetings may be held by electronic means such as telephone, video conference, or chat as long as all Directors are able to participate fully in any discussions with all the other members of the Board. Any meeting that is adjourned may be continued without the presence of a quorum of the Board as long as all the Directors are given reasonable notice of the time and place such adjournment shall resume. A resolution signed by all the Directors shall have the same force as if it were passed at a duly called meeting of the Board of Directors. A majority of the Board of Directors shall constitute a quorum at any meeting of the Foundation.

##### **(a) Special Meetings.**

Special meetings of the Board of Directors may be called by the chair of the board, by the vice-chair or by any two Directors. The person or persons who call a special meeting of the Board of Directors may fix the place for holding such special meeting.

##### **(b) Notice.**

Notice of any special meeting shall be given at least ten (10) days before the meeting by written notice delivered personally, or by email, chat, or fax to each Trustee at his business address, unless in case of emergency, the chair of the Board of Directors or the vice-chair of the Foundation shall prescribe a shorter notice to be given personally or by communicating to each Trustee at his email address, residence or business address in like manner. Any Trustee may waive notice of any meeting, before or after the meeting, as provided in these Bylaws.

##### **(c) Manner of Acting.**

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Such actions shall take the form of resolutions and shall be included in the corporate records of the Foundation.

##### **(d) Presumption of Assent.**

A Trustee of the Foundation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

##### **(e) Constructive Presence at a Meeting.**

A member of the Board of Directors may participate in a meeting of such board by means of a conference telephone or online, by means of which all persons participating in the meeting can communicate with each other at the same time. Participating by such means shall constitute presence in person at a meeting.

##### **(f) Action Without a Meeting.**

Any action required by law to be taken at any meeting of the Directors of the Foundation may be taken without a meeting consistent with the consent procedures described herein.

##### **(g) Consent procedures**

(1) Action required or permitted to be taken at a board of directors' meeting may be taken without a meeting if the action receives the affirmative vote of the majority of the board

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TALLAHASSEE FLORIDA

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members. The action must be evidenced by one or more written consents describing the action taken and affirmatively signed by the majority of the board members. Electronic signatures are acceptable. (2) Action taken under this section is effective when the action is affirmatively signed by a majority of the board members unless the consent specifies a different effective date. (3) A consent signed under this section has the effect of a meeting vote and may be described as such in any document. (4) Any consent resolution which has not received affirmative votes from the majority of the board members or has not received negative votes from the majority of the board members shall be presented for a vote at the next board meeting. (5) Modifications to the bylaws or articles of incorporation cannot be made with consent resolutions.

#### **Section 5. Resignations.**

Any Trustee of the Foundation may resign at any time by giving written notice to the Board of Directors, to the chairman of the board, to the vice-chair, or to the secretary of the Foundation. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Directors.

#### **Section 6. Vacancies.**

Any vacancy occurring in the Board of Directors, other than a vacancy in the Founding Trustee position but including any vacancy created by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Trustee appointed to fill a vacancy shall serve as Trustee for the unexpired portion of the term for that position.

#### **Section 7. Replacement of Board Members.**

Should a Trustee resign, become incapacitated or otherwise be unable to serve, the remaining Directors may appoint an interim representative.

#### **Section 8. Removal.**

Any Trustee may be removed by a majority vote of the full membership of the Board.

#### **Section 9. Delegation and Expenses.**

(a) Any action required or permitted to be taken by the Board of Directors under these Bylaws or any provision of law may be delegated by the Board to the Chair or to any committee of the Board.

(b) Committees may include as committee members persons from the community and other professionals who are not Board members, provided the membership of the committee is approved by the Board.

(c) Directors may be compensated for their roles as Directors if and only if the Directors holds a paid-position with the Foundation. They may be allowed expenses, by resolution of the Board, for attending meetings, if necessary. No Trustee shall be employed or otherwise receive compensation from the Foundation for their duties as Directors.

#### **Section 10. Voting Means.**

Voting on all matters, including the election of Directors and officers, may be conducted by mail, electronic mail, facsimile transmission, chat software, video conferencing, wiki software, or other similar verifiable means. Proxy voting shall not be allowed.

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### **Section 11. Reserved Powers.**

The Board of Directors shall be empowered to make any and all regulations, rules, policies, user agreements, terms of use, and other such decisions as may be necessary for the continued functioning of the Foundation not inconsistent with these bylaws.

### **Section 12. Limitations.**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

(a) No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;

(b) No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

(d) The corporation shall not lend any of its assets to any officer or director of this corporation or guarantee to any person the payment of a loan by an officer or director of this corporation.

## **Article V - Officers and Duties**

### **Section 1. Number.**

The Board of Directors shall elect from among its members a Chair and Vice Chair. The Board of Directors shall also elect an Executive Secretary and Treasurer, who do not need to be Directors.

#### **(a) CHAIR.**

The Chair shall, when present, preside at all meetings of the Board of Directors. The Chair shall have general supervision of the affairs of the corporation and shall make reports to the Board of Directors at meetings and other times as necessary to keep Directors informed of corporation activities. The Chair may sign, with the secretary or any other proper officer of the Foundation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Foundation, or shall be required by law to be otherwise signed or executed. The Chair shall in general perform all duties as from time to time may be assigned to them by the Board of Directors.

#### **(b) VICE CHAIR.**

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The Vice Chair shall perform the duties and have the powers of the Chair when the Chair is absent or unable to perform their duties. Other duties of the Vice Chair may be designated by the Board of Directors or the Chair.

**(c) EXECUTIVE SECRETARY.**

The Executive Secretary shall keep accurate records of all Foundation meetings; ensure that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; maintain corporate records and perform all duties of the office of the Executive Secretary and such other duties as may be assigned by the Chair or the Board of Directors.

**(d) TREASURER.**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for monies due and payable to the Foundation from any source whatsoever, and deposit all such monies in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; review the financial operations of the organization and advise with the Executive Secretary on financial matters, including audits; make financial reports to the Board of Directors at regular and special meetings; and perform such other duties as assigned by the Chair or the Board of Directors.

**Section 2. Term.**

These officers shall be elected for four year terms of office by majority vote of the Board and may be re-elected at the expiration of their term.

**Section 3. Removal.**

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Foundation would be served thereby.

**Section 4. Vacancies.**

A vacancy, however occurring, in any office may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. Resignations.**

Any officer of the Foundation may resign at any time by giving written notice to the Board of Directors, to the Board Chair, to the Vice-chair, or to the Secretary of the Foundation. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Directors.

**Article VI - Assets**

**Section 1. Dedication of Assets.**

The property of this Foundation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Foundation shall ever inure to the benefit of any Trustee, officer or members thereof or to the benefit of any private individual.

**Section 2. Distribution of Assets.**

Upon the dissolution or winding-up of this Foundation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Foundation shall be distributed to a

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nonprofit fund, foundation, or Foundation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of subsequent federal tax laws.

### **Section 3. Debt Obligations and Personal Liability**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

## **Article VII - Contracts, Loans, Checks, and Deposits**

### **Section 1. Contracts.**

The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, unless otherwise restricted by law. Such authority may be general or confined to specific instances.

### **Section 2. Loans.**

No loans shall be contracted on behalf of the Foundation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

### **Section 3. Checks, Drafts, Etc.**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

### **Section 4. Deposits.**

All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as the Board of Directors may select.

## **Article VIII - Indemnification**

The Foundation shall indemnify any Trustee or officer or any former Trustee or officer to the full extent permitted by law.

## **Article IX - Waiver of Notice**

Unless otherwise provided by law, whenever any notice is required to be given to any Trustee of the Foundation under the provisions of these bylaws or under the provisions of its articles of incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, or by electronic means sufficient to authenticate the sender, date and time, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **Article X- Limitation of Liability**

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Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

#### **Article XI – Self Dealing and Incorporator**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of five (5) directors and a maximum of ten (10) directors.  
The initial Board of Directors shall consist of:

JohnPaul Bennett  
Tony Blair  
Brian Boone  
Glenn Burney  
Jonathan Moats  
Matthew Pita  
Thurgood Powell  
Xiaochen Shi  
Kady Taylor

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#### **Article XI - Miscellaneous**

##### **Section 1. Amendment.**

These bylaws may be altered, amended or repealed and new Bylaws may be adopted by a majority of the entire Board of Directors at any regular meeting or special meeting, provided that at least ten days written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting.

**Section 2. Seal.**

The Foundation seal shall be circular in form and shall contain the name of the Foundation, the year of its creation and the words, "Make Your Passion an Inspiration for Others." Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced otherwise.

**Section 3. Fiscal Year, Audit, and Review.**

The fiscal year of the Foundation shall be January 1 - December 31 of each year. The accounts of the Foundation shall be audited annually by a Certified Public Accountant. The accounts of the Foundation shall be reviewed quarterly by a Certified Public Accountant.

**Section 4. Delivery of Notices.**

Whenever any notice is required by the Bylaws, it shall be deemed to be sufficient if mailed via first class mail to the last known address of the intended recipient or to the last known email address of the member. Such notice may be waived in writing by the intended recipient.

**Article XII - Dissolution**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 of 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.

The undersigned incorporator(s) certify (ies) both that she/he/they execute(s) these Articles for the purposes herein stated, and that by such execution, she/he/they affirm(s) the understanding that should any of the information in these Articles be intentionally or knowingly misstated, she/he/they is/are subject to the criminal penalties for perjury set forth in Pennsylvania Statutes as if this document had been executed under oath.

Signature \_\_\_\_\_

Date \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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