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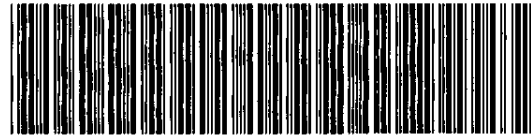
(Business Entity Name)

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12 JAN 23 PM 3:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS 1/24/12

## TRANSMITTAL LETTER

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

**SUBJECT:** U. F. Gibbs Memorial Scholarship Fund, 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:** Valene Croskey, Jr.  
Name (Printed or typed)

204 Southgate Blvd  
Address

Melbourne, FL 32901-7022  
City, State & Zip

321 723-6833  
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED  
12 JAN 23 PM 1:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 13, 2012

VALENE CROSKEY, JR.  
204 SOUTHGATE BLVD  
MELBOURNE, FL 32901-7022

SUBJECT: U.F. GIBBS MEMORIAL SCHOLARSHIP FUND, INC.  
Ref. Number: W12000002482

We have received your document for U.F. GIBBS MEMORIAL SCHOLARSHIP FUND, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return the corrected original and one copy of 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) 245-6879.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

Letter Number: 012A00000951

**Articles of Incorporation  
of**

**U. F. Gibbs Memorial Scholarship Fund, Inc.**

**FILED**

12 JAN 23 PM 3:41

**ARTICLE I**

**CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The name of this corporation is U. F. Gibbs Memorial Scholarship Fund, Inc.

The principal office of this corporation is 204 East Southgate Boulevard  
Melbourne, Florida 32901

The mailing address of this corporation is P. O. Box 1523  
Melbourne, Florida 32902-1523

**ARTICLE II**

**CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III**

**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV**

**GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. To provide scholarship funds for the education of those graduating high school seniors who matriculated at Stone Middle School and who have shown proof of enrollment in college. The student must meet all other criteria as delineated in the application. The corporation will support these scholarship awards through fundraising events.
- C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501©(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

**ARTICLE V**  
**MANAGEMENT OF CORPORATE AFFAIRS**

- A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be eleven (11), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 2:00 p.m. on December 15 of each year at 1101 University Boulevard, Melbourne, Florida or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

- Richard Black – 1521 Baker Street, Palm Bay, Florida 32907
- Valene Croskey, Jr. – 204 E. Southgate Boulevard, Melbourne, Florida 32901
- J. Albert Diggs – 5120 Kirkwood Trail, Titusville, Florida 32780
- Harriet Harris – P. O. Box 911, Melbourne, Florida 32902
- Dr. Roosevelt L. Holmes – 608 Melba Street, Fayetteville, NC 28301
- Ruby Jackson – 810 Covina Way, Melbourne, Florida 32901
- Dennis Jefferson – 1513 Hernando Drive, Tallahassee, Florida 32304
- Elsenna Jordan – 883 Westport Drive, Rockledge, Florida 32955
- John P. Swilley – 812 Emerson Drive N.E., Palm Bay, Florida 32907
- Foster Thayer – 3304 Plummer Circle, Melbourne, Florida 32901
- Patricia Whitfield – 1514 Anglers Drive N.E., Palm Bay, Florida 32905

- B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time.

Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers.

- |                                   |  |
|-----------------------------------|--|
| ○ President: Richard Black        | 1521 Baker Street<br>Palm Bay, Florida 32907     |
| ○ Vice President: J. Albert Diggs | 5120 Kirkwood Trail<br>Titusville, Florida 32780 |
| ○ Secretary: Elsenna Jordan       | 883 Westport Drive<br>Rockledge, Florida 32955   |
| ○ Treasurer: Harriet Harris       | P. O. Box 911<br>Melbourne, Florida 32902        |

## **ARTICLE VI**

### **EARNINGS AND ACTIVITIES OF CORPORATION**

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 IV hereof.
- B. 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 any candidate for public office.
- C. 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 section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **ARTICLE VII**

### **DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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 such court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

## **ARTICLE IX SUBSCRIBERS**

The names and residence addresses of the Subscribers of this corporation are as follows:

- Clenton Taylor                      2701 South Pond Street  
   Melbourne, Florida 32901
- Edna W. Jackson                      808 East Line Street  
   Melbourne, Florida 32901
- Foster B. Thayer                      3304 S. Plummer Circle  
   Melbourne, Florida 32901

## **ARTICLE X AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

## **ARTICLE XI DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

## **ARTICLE XII REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office shall be 204 East Southgate Boulevard, Melbourne, Florida 32901 and the name of its registered agent at said address shall be Valene Croskey, Jr.

## **ARTICLE XIII AMENDMENT OF ARTICLES**

Amendments to the Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 14<sup>th</sup> day of December, 2010.

WITNESSED BY:

Harriet Harris

Foster B. Phay  
Subscriber  
Lenora L. Ray  
Subscriber  
Edna W. Jackson  
Subscriber  
Albion Crockett, Jr.  
Registered Agent

FILED  
12 JAN 23 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

U. F. Gibbs Memorial Scholarship Fund, Inc.  
(must include suffix)

2. The name and address of the registered agent and office is:

Valene Croskey, Jr.  
(NAME)

204 Southgate Blvd.

(P. O. Box or Mail Drop Box ~~NOT~~ ACCEPTABLE)

Melbourne, FL 32901-7022

(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Valene Croskey, Jr.  
(SIGNATURE)

01/10/2012  
(DATE)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA