

N12000003171

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900225142039

03/23/12--01022--011 **87.50

FILED
12 MAR 23 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch MAR 26 2012

COVER LETTER

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

SUBJECT: Percell Marc Maynor Memorial Scholarship, 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: Percell M. Maynor, Sr.
Name (Printed or typed)

1832 Millstone Manor
Address

Conyers, Georgia 30013
City, State & Zip

770-761-2149
Daytime Telephone number

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

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

ARTICLES OF INCORPORATION
OF
Percell Marc Maynor Memorial Scholarship, Inc.
(a not for profit corporation)

FILED
12 MAR 23 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation under the provisions of Chapter 617, Florida Statutes, adopt the following Articles of Incorporation, and do hereby agree and certify:

1. ARTICLE I: NAME

The name of the corporation is Percell Marc Maynor Memorial Scholarship, Inc. (hereinafter, the "Corporation").

2. ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office, street address, and mailing address of the Corporation is 9060 N.W. 12th Street, Plantation, Florida 33322, which is in Broward County.

3. ARTICLE III: PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code ("Code"), or corresponding section of any future federal tax code. More particularly, the purpose of the Corporation is to award scholarships to fund college education for poor but deserving and qualified African-American high school students in Broward County, Florida.

4. ARTICLE IV: DURATION

The period of the Corporation's duration is perpetual.

5. ARTICLE V: POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to Corporations not for profit under Florida Statutes and case law.

6. ARTICLE VI: LIMITATIONS

- A. 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 Third 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

Articles of Incorporation of Percell Marc Maynor Memorial Scholarship, Inc.

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.

- 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.
- D. In the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of "self dealing" as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws; (ii) retaining any "excess business holdings" as defined by Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws; or (iv) making any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.
- E. The Corporation shall not accept any gift or grant if the gift or grant contains major conditions which would restrict or violate any of the Corporation's religious, charitable, educational or nonprofit purposes or if the gift or grant would require serving a private as opposed to public interest.

7. ARTICLE VII: DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed 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.

8. ARTICLE VIII: MEMBERSHIP

The Corporation shall have no members.

9. ARTICLE IX: DIRECTORS

The Corporation is a non-profit corporation and the management of its affairs is vested in its Board of Directors, including the power to adopt, alter, amend or repeal Bylaws. The Directors of the Corporation shall be the persons constituting and serving as the initial Board of Directors

Articles of Incorporation of Percell Marc Maynor Memorial Scholarship, Inc.

as set forth below. Vacancies on the Board of Directors shall be filled by the remaining Directors serving on the Board. Any director may be reelected to serve consecutive terms on the Board of Directors. The number of directors may be increased or decreased from time to time by amendment to the Bylaws of the Corporation but in no event shall be there less than three (3) directors and no decrease shall have the effect of shortening the term of any incumbent director. The director shall hold voice for one (1) year terms, unless the director is otherwise removed prior to the expiration of the term. All other matters concerning the Board of Directors shall be governed by the Bylaws of the Corporation. The number of directors constituting the initial Board of Directors shall be five (5) and their names and addresses are as follows:

<u>Director</u>	<u>Street</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Percell M. Maynor, Sr.	1832 Millstone Manor	Conyers	Georgia	30013
Romona Jones	625 Lakeview Drive	Coral Springs	Florida	33071
Melvin Haynes, Jr.	38820 Lakeview Drive	Lady Lake	Florida	32159
Brunzy Hardrick	71 Creek Bluff Way	Ormond Beach	Florida	32174
Bradford Carson	3205 Dunwood Ridge Terrace	Bowie	Maryland	20721

10. ARTICLE X: OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Treasurer and a Secretary and such other officers and assistant officers as may be deemed necessary. The officers of the Corporation shall be elected by the Directors and shall hold office for a term of one year and until the officer's successor shall be elected and qualified, unless the officer is otherwise removed prior to the expiration of the officer's term of office. Any two or more offices may be held by the same person except that the offices of President and Secretary shall not be held by the same person. All other matters concerning the Officers shall be governed by the Bylaws of the Corporation. The initial officers of the Corporation are as follows:

<u>Office</u>	<u>Name</u>	<u>Street</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
President	Hattie Harden	3280 N.W. 18th Street	Fort Lauderdale	Florida	33311
Vice President	Judy Tolbert	9963 N.W. 2nd Court	Plantation	Florida	33324
Secretary	Dorothy Cooper	9060 N.W. 12th Street	Plantation	Florida	33322
Treasurer	Mary Riley	2241 Rock Island Road	Margate	Florida	33063

11. ARTICLE XI: LIMITED LIABILITY

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

12. ARTICLE XII: AMENDMENTS

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Amendments to the Articles of Incorporation must be adopted by a two-thirds (2/3) vote of the Board of Directors at any board meeting called for that purpose.

Articles of Incorporation of Percell Marc Maynor Memorial Scholarship, Inc.

13. ARTICLE XIII: ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of directors, officers or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date and signature of each person signing it. A consent signed by less than all of the directors, officers, or committee members is not effective to take the intended action unless consents signed by the required number of persons are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent or officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer. The Corporation will give prompt notice of the action taken to persons who do not sign the consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed. A telegram, telex, cablegram, or similar transmission by a director, officer, or committee member, or photographic, facsimile or other or similar reproduction of a signed writing is to be regarded as being signed by the director, officer or committee member.

14. ARTICLE XIV: REGISTERED AGENT

The name and Florida street address of the registered agent are Dorothy Cooper, 9060 N.W. 12th Street, Plantation, Florida 33322.

15. ARTICLE XV: INCORPORATOR

The name and street address of the incorporator are Percell Maynor, 1832 Millstone Manor, Conyers, Georgia 30013.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Conyers, Georgia, this 10th day of February 2012.

Percell M. Maynor, Jr.
Percell M. Maynor, Sr. - Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Dorothy Cooper, as registered agent appointed in accordance with the forgoing Articles of Incorporation does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to Florida law, this 15th day of February 2012.

By: Dorothy Cooper
Dorothy Cooper