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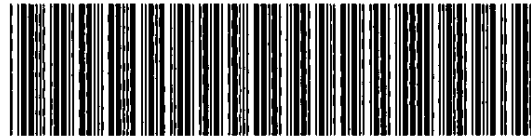
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*MRS
4/16/12*



LARRY H. HIPSH, III, P.A.

Attorney & Counselor at Law

April 11, 2012

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Dianne L. O'Dell Scholarship Endowment, Inc.

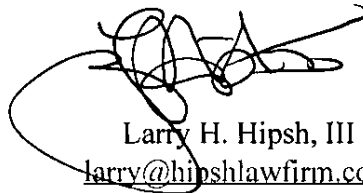
Dear Sir/Madam:

In reference to the above-mentioned business, a Florida not-for-profit corporation, incorporating under Chapter 617, Florida Statutes, enclosed herewith for filing please find the following:

1. Articles of Incorporation of Dianne L. O'Dell Scholarship Foundation, Inc.
2. Filing Fee of \$70.00

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Larry H. Hipsh, III
larry@hipshlawfirm.com

Enclosures

ARTICLES OF INCORPORATION
OF
DIANNE L. O'DELL SCHOLARSHIP ENDOWMENT, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

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TALLAHASSEE, FLORIDA

The undersigned, desiring to form a not-for-profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, certifies and acknowledges the following:

ARTICLE I. NAME

The name of the not-for-profit Corporation shall be the **Dianne L. O'Dell Scholarship Endowment, Inc.** ("Corporation").

ARTICLE II. DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE & MAILING ADDRESS

The principal office and mailing address of the Corporation shall be 3791 State Route 49, Central Square, New York 13036.

ARTICLE IV. PURPOSE

The Corporation is organized exclusively for charitable and educational purposes (within the meaning of Section 501(c)(3) of the Internal Revenue Code, as may be amended), including the awarding of scholarships to provide annual tuition, books, and fees to merit and need-based Paul V. Moore High School graduates, or the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as may be amended.

ARTICLE V. DIRECTORS

1. The business, affairs, activities and property of the Corporation shall be managed, directed, governed and controlled, and the powers of the Corporation shall be vested in and exercised by a board of directors composed of the number of persons as may be specified in the bylaws. In accordance with the Bylaws, the Board of Directors shall nominate and elect qualified individuals to serve as officers of the Corporation and as its Board of Directors. The term of office of directors, the manner of their designation and selection, their qualifications, meetings, voting and other rights and privileges shall be set forth in the bylaws.

The Initial Board of Directors as is composed of five (5) members. If the exact number of Directors is not stated, the minimum number shall be three (3) and the maximum number shall be thirty (30) provided, however that the exact number of directors shall be prescribed from time to time in the Bylaws of the Corporation; AND PROVIDED FURTHER THAT UNDER NO CIRCUMSTANCES SHALL THE MINIMUM NUMBER BE LESS THAN THREE (3)

2. The names and addresses of the persons who are the initial Board of Directors are:

Shane O'Dell

214 Twin Lakes Lane
Destin, Florida 32541

Jenny Watson	11122 Berryknoll Street San Diego, California 92126
Jeffrey O'Dell	3791 State Route 49 Central Square, New York 13036
Jackie Vassallo	7699 Mountain Ash Liverpool, New York 13090
James O'Dell	2650 County Route 12 Central Square, New York 13036

ARTICLE VI. POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private interests. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.
2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
3. No Corporation activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of Section 501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of Section 501 (h) of the Internal Revenue Code, as may amended.
4. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of Section 501(c)(3) of the Internal Revenue Code, as may be amended.
5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992- 2C.B.411-12, as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.

ARTICLE VII. MEETINGS

1. After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.

2. The Board of Directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator is:

Shane O'Dell

214 Twin Lakes Lane
Destin, Florida 32541

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ARTICLE IX. DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State of Florida or the Federal government for a public purpose.


ARTICLE X. REGISTERED AGENT AND OFFICE

The Registered Agent and Registered Office of the Corporation are Larry H. Hipsh, III, 192 Coral Drive SW, Fort Walton Beach, Florida 32548.

ARTICLE XI. AMENDMENTS TO ARTICLES OF INCORPORATION

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 an absolute majority vote of the Board of Directors at any board meeting called for that purpose.

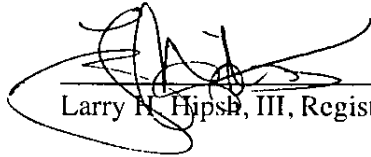
IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 11th day of April, 2012. I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.


Shane O'Dell, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of the Dianne L. O'Dell Scholarship Endowment, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment 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.

Dated this 11th day of April, 2012.


Larry N. Hipsb, III, Registered Agent

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