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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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FULLER & ASSOCIATES
ATTORNEYS AT LAW

BARRY J. FULLER
MEMBER FLORIDA AND CALIFORNIA BARS

June 29, 2012

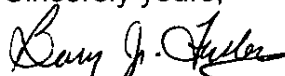
Registration Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, Florida 32301

**Re: ARTICLES OF INCORPORATION OF RAMEY HIGH SCHOOL
ALUMNI ASSOCIATION, INC., A FLORIDA NON PROFIT CORPORATION**

Gentlemen:

Enclosed please find original and two copies of Articles of Incorporation for the above referenced, together with my firm's check no. 3429 for the \$70.00 filing fee. Please return a stamped copy showing receipt of same in the enclosed self-addressed, stamped envelope.

Sincerely yours,


Barry J. Fuller

BJF:tbw
Enclosures

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**ARTICLES OF INCORPORATION
OF
RAMEY HIGH SCHOOL ALUMNI ASSOCIATION, INC.
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE ONE
NAME**

The name of the Corporation is RAMEY HIGH SCHOOL ALUMNI ASSOCIATION, INC., and it shall hereafter be referred to as the "Association" or "Corporation."

**ARTICLE TWO
PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the corporation is 2301 Park Avenue, Suite 404, Orange Park, FL 32073 and the mailing address of the corporation is 2301 Park Avenue, Suite 404, Orange Park, FL 32073.

**ARTICLE THREE
DURATION**

The term of existence of the Corporation is perpetual. The corporate existence will commence on the filing of these articles by the Department of State.

**ARTICLE FOUR
PURPOSE**

This Corporation is organized pursuant to Chapter 617, Florida Statutes as a Non-Profit Corporation. The purpose of this Corporation is to engage in any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to Corporations under the laws of this State. The purpose for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Specifically, the purpose of this Corporation shall include but shall not be limited to the following: The furthering of understanding and friendly relations between people of different nations through the fostering of tangible and effective programs of a philanthropic, charitable, educational, or other eleemosynary nature.

**ARTICLE FIVE
SCOPE OF POWER**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities that may be necessary, useful, suitable, desirable or proper for the furtherance,

accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything in these Articles of Incorporation to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986 and the regulations under the Internal Revenue Code as the Internal Revenue Code and such regulations now exist or as they may hereafter be amended from time to time.

ARTICLE SIX PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. At all times, and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution or winding up of this Corporation, voluntary or involuntary, or by operation of law, or any other provision of these Articles of Incorporation or any other organizational documents of the Corporation. In furtherance thereof:

6.1. The Corporation shall not possess or exercise any power or authority either expressly, by interpretation or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a Corporation described in Section 501(c) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity that would cause the loss of such qualification.

6.2. No part of the assets or net earnings of the Corporation shall be used ever, nor shall the Corporation ever be organized or operated, for purposes that do not exclusively promote charitable purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended.

6.3. The Corporation shall not be operated for the principal purpose of carrying on a trade or business for profit.

6.4. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on.

6.5. No part of the income of the Corporation shall enure to the benefit of any shareholder, trustee, director, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporate assets.

6.6. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, and the corporation shall not:

6.6.1. Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended;

6.6.2. Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended;

6.6.3. Make any investments in such manner as to subject the Corporation to tax

under Section 4944 of the Internal Revenue Code of 1986, as amended; or

6.6.4. Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

6.7. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE SEVEN DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the 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, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court with proper jurisdiction thereof 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 the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE EIGHT MEMBERS

8.1. This Association shall have two classes of membership as more particularly set forth below. Applicants shall be admitted to membership in the Association upon such uniform conditions as may be prescribed in its By-laws.

8.2. Types and Qualifications. The types of members and the qualifications therefor are as follows.

8.2.1. Regular Membership. Any graduate of Ramey High School or former student attending Ramey High School or teacher thereat may become a Regular member upon providing such non-invasive personal information as the Board of Directors shall determine, and upon making a request therefor.

8.2.2. Honorary Membership. Honorary membership may be granted to those persons who have contributed, in money or in kind, to the Association, and who are approved in the sound discretion of the Board of Directors.

8.3. Voting. The voting rights of the members of the Association shall be equal and no member shall have more than one vote upon each matter submitted to a vote at any meeting of the members. Only those holding memberships shall be entitled to vote.

8.4. Duration of Membership. Membership in this Association shall terminate by death, and

may terminate by voluntary withdrawal or as provided in the Bylaws. All rights, privileges, and interest of a member shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership.

8.5. Suspension and Expulsion. For cause, and upon reasonable notice, any membership may be suspended or terminated. Sufficient cause for such suspension or termination of membership shall be violation of the By-laws or any lawful rule or practice duly adopted by the Association, commission of a crime, or any conduct prejudicial to its interests. Suspension or expulsion shall be by majority vote of the Board of Directors.

8.6. Property Rights and Interests. No member shall have any right to any of the property of the Association.

ARTICLE NINE DUES

The Board of Directors shall have the authority to set annual dues for each member. Members who fail to pay their dues within sixty (60) days after date of invoice therefor may upon affirmative vote of a majority of the Board of Directors and without further notice, be dropped from the rolls and thereupon shall forfeit all rights and privileges of membership. All memberships will begin January 1st and end on December 31st of each year.

ARTICLE TEN DIRECTORS

The board of directors shall consist of three or more individuals, with the number specified in or fixed in accordance with the Bylaws. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the Bylaws, but the corporation must never have fewer than three directors. Directors shall be elected or appointed in the manner, and for the terms provided in the Bylaws.

ARTICLE ELEVEN REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 2301 Park Avenue, Suite 404, Orange Park, Florida 32073. The initial registered agent of the Corporation at that address shall be Barry J. Fuller.

ARTICLE TWELVE INCORPORATOR

The name and address of the incorporator is BARRY J. FULLER, at 2301 Park Avenue, Suite 404, Orange Park, Florida 32073.

ARTICLE THIRTEEN INDEMNIFICATION

Any person, and the heirs, executors and administrators of such person, made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or she was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees, costs and disbursements at all levels of court, incurred by that person, or by the person's heirs, executors or administrators, in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, to the fullest extent permitted by law. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer or such heirs, executors or administrators may be entitled apart from this Article.

IN WITNESS WHEREOF, we have subscribed our names as incorporator this 29th day of June, 2012.

BARRY J. FULLER

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STATE OF FLORIDA
COUNTY OF CLAY

BEFORE ME, the undersigned authority, personally appeared **BARRY J. FULLER**, who is known to be the person described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes described therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 29th day of June, 2012, in the County and State aforesaid.

NOTARY PUBLIC

State of Florida at large

(SEAL)

THERESA B. WEGMANN
Notary Public, State of Florida
My Comm. Expires Sept. 7, 2015
Commission No. EE 105786

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
RAMEY HIGH SCHOOL ALUMNI ASSOCIATION, INC.**

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon RAMEY HIGH SCHOOL ALUMNI ASSOCIATION, INC., a Corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named Corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said Corporation, which Registered Office is located at 2301 Park Avenue, Suite 404, Orange Park, Florida 32073.

IN WITNESS WHEREOF, I, Barry J. Fuller, such designated Registered Agent, have hereunto set my hand and seal at Fleming Island, Clay County, Florida, on this

29 day of June, 2012.



BARRY J. FULLER

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DIVISION OF CORPORATE AFFAIRS
STATE OF FLORIDA