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BLALOCK WALTERS

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Division of Corporation

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FLORIDA PROFIT/NON PROFIT CORPORATION  
TAKE STOCK IN CHILDREN OF MANATEE COUNTY, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
TAKE STOCK IN CHILDREN OF MANATEE COUNTY, INC.**

I, the undersigned, do hereby subscribe my name to these Articles of Incorporation for the purpose of creating a Corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

**ARTICLE I  
NAME, ADDRESS AND REGISTERED AGENT AND OFFICE**

The name of this Corporation shall be **TAKE STOCK IN CHILDREN OF MANATEE COUNTY, INC.**, a Florida not-for-profit corporation (the "Corporation"). The address of the Corporation's principal place of business, and its mailing address is 2501 63<sup>rd</sup> Avenue East, Bradenton, Florida 34203. The street address of the Corporation's registered agent is 2501 63<sup>rd</sup> Avenue East, Bradenton, Florida 34203, and the name of the Corporation's registered agent is Diana Dill. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

**ARTICLE II  
OBJECTIVES AND PURPOSES**

The general objective and purpose of this Corporation shall be:

(1) The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. The purpose of the corporation is to receive gifts, bequests, and contributions in any form, and to use, apply, invest and reinvest the principal and/or income therefrom; or to distribute and make expenditures that will support the operation of the Take Stock in Children program and benefit the youth and/or volunteer mentors of the community. The Corporation will focus on providing the unique college mentoring and scholarship opportunity for low-income and at-risk students to help them end the cycle of poverty through education. Students are offered college scholarships, caring mentors from the community, and hope for a better future. The comprehensive services start in middle school, continue through high school, and provide support in attaining a post-secondary degree.

(2) To enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and to enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes.

(3) To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor.

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(4) To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's Directors in accordance with its published or adopted Bylaws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation is organized.

(5) Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization 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 Internal Revenue Code (or the corresponding section of any future Federal tax code).

### **ARTICLE III TERM OF EXISTENCE**

This Corporation shall have perpetual existence, or as determined earlier by the laws of the State of Florida, or by the vote of its Directors, as provided in the Bylaws of this Corporation.

### **ARTICLE IV NAME AND ADDRESS OF INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is:

Karen Carpenter  
425 Edwards Drive  
Sarasota, Florida 34243

### **ARTICLE V DIRECTORS OF THE CORPORATION**

The affairs of the Corporation shall be managed by its Officers and Board of Directors. The Officers of this Corporation shall be as follows: Chairman, Vice Chairman, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the Bylaws of the Corporation.

The Board of Directors shall consist of not less than five (5) nor more than twenty-four (24) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation.

At any meeting of the Directors, a majority of the then elected Board of Directors shall constitute a quorum.

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**ARTICLE VI  
NAMES OF DIRECTORS AND OFFICERS**

The names and addresses of the current directors who are to serve as directors until the next annual meeting of the Corporation or their successors are elected and qualified are:

Steven Cecil  
11307 Rivers Bluff Circle  
Bradenton, Florida 34202

Michael Corley  
10608 Cheval Place  
Bradenton, Florida 34202

Elaine Graham  
2216 39<sup>th</sup> Street West  
Bradenton, Florida 34205

Sandra Haas-Martens  
464 63<sup>rd</sup> Street  
Holmes Beach, Florida 34217

Walter Miller  
6516 23<sup>rd</sup> Ave. Dr. West  
Bradenton, Florida 34209

Andrew Reddish  
12328 30<sup>th</sup> Street East  
Parrish, Florida 34219

Steven Tinsworth  
704 51<sup>st</sup> Street NW  
Bradenton, Florida 34209

The names and addresses of the current officers who are to serve as officers until the next annual meeting of the Corporation or until their successors are elected and qualified are:

Elaine Graham	Chairman/President
Michael Corley	Vice President
Steven Cecil	Secretary
Sandra Haas-Martens	Treasurer

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**ARTICLE VII  
AMENDMENT OF THE ARTICLES OF INCORPORATION**

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of a quorum of members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees shall become and be taken as part of, these Articles of Incorporation.

B. Notwithstanding the foregoing **Section A**, the officers or directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in **Article II** or which would conflict with the provisions of **Article VIII** and **Article IX** of these Articles of Incorporation.

**ARTICLE VIII  
RESTRICTIONS**

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

(1) Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(2) Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(3) Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(4) Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any Future federal tax code).

(5) Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

(6) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 Section 501(c)(3) purposes. 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

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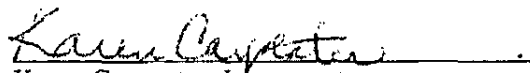
participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

#### **ARTICLE IX** **DISSOLUTION**

In the event the Corporation is dissolved by either voluntary or involuntary means (provided that the Corporation may cure an inadvertent administrative dissolution for failure to timely file its annual report within thirty (30) days of actual notice of same) all assets of the Corporation shall be distributed to one or more charitable organizations, provided that such organizations qualify for exemption under § 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, *i.e.*, charitable, educational, religious or scientific (or 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. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein. 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.

#### **ARTICLE X** **INDEMNIFICATION**


To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

  
Karen Carpenter, Incorporator

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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.

  
Diana Dill

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