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THE BUD CAULEY FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
THE BUD CAULEY FOUNDATION, INC.
(A Corporation Not-For-Profit)**

The undersigned, for the purpose of forming a corporation not-for-profit under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation (the "Corporation") is THE BUD CAULEY FOUNDATION, INC.

ARTICLE II

The principal office or mailing address of the Corporation is 13700 Sutton Park Dr. North, Apt. 1228, Jacksonville, Florida 32224.

ARTICLE III

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. In particular, the Corporation shall raise money, support and awareness for military-related charities, and to perform any act incidental to, or in connection with, the foregoing purposes.

The Corporation may solicit, receive and maintain a fund or funds of real or personal property and shall apply the whole or any part of the income or principal thereof exclusively for exempt purposes, including, but not limited to, the purposes and activities heretofore described. Such income or principal may be applied by such agencies and means as shall from time to time be found appropriate and as are lawful for a not-for-profit corporation.

Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under § 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV

The Corporation shall have one class of members consisting of such individual or individuals admitted as members from time to time by the Board of Directors in accordance with

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the provisions set forth in the Bylaws of the Corporation. The qualifications and rights of the members shall be as set forth in the Bylaws of the Corporation. The members shall have no right, title or interest whatsoever in the income, property or assets of the Corporation, nor shall any portion of such income, property or assets be distributed to any member upon the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation.

ARTICLE V

The number of Directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of Directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as initial Directors until their successors are elected, are:

William C. Cauley, III	13700 Sutton Park Dr. North, Apt. 1228, Jacksonville, Florida 32224
Melba Cauley	13700 Sutton Park Dr. North, Apt. 1228, Jacksonville, Florida 32224
R.J. Nemer	13700 Sutton Park Dr. North, Apt. 1228, Jacksonville, Florida 32224

ARTICLE VI

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until their successors are elected are:

William C. Cauley, III	President and Treasurer
Melba Cauley	Vice President
R.J. Nemer	Secretary

ARTICLE VII

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VIII

The name and address of the Corporation's registered agent is:

John D. Gast, Esq.
Brennan, Manna & Diamond, P.L.
3301 Bonita Beach Rd, Ste. 100
Bonita Springs, Florida 34134

ARTICLE IX

These Articles may be amended as provided in the Bylaws.

ARTICLE X

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the 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.

ARTICLE XI

The name and address of the incorporator is:

William C. Canley, III
13700 Sutton Park Dr. North, Apt. 1228
Jacksonville, Florida 32224

ARTICLE XII

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, 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 III hereof.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, 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.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, 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 § 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

ARTICLE XIII

Notwithstanding any other provision of these Articles to the contrary, during such period, or periods, as the Corporation is treated as a "private foundation" pursuant to § 509 of the Code, the Corporation must comply with the following:

Section 1. Taxable Distributions. The Corporation shall distribute its net revenues at such time and in such manner so as not to subject the Corporation to tax under § 4942 of the Code.

Section 2. Self-Dealing. The Corporation shall be prohibited from engaging in any act of self-dealing (as defined in § 4941(d) of the Code).

Section 3. Excess Business Holdings. The Corporation shall be prohibited from retaining any excess business holding (as defined in § 4941(d) of the Code) which would subject the Corporation to tax under § 4943 of the Code.

Section 4. Jeopardizing Investments. The Corporation shall be prohibited from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under § 4944 of the Code. Further, the Corporation shall be prohibited from retaining any assets which would subject the Corporation to tax under § 4944 of the Code if the Directors have acquired such assets.

Section 5. Taxable Expenditures. The Corporation shall be prohibited from making any taxable expenditures (as defined in § 4945(d) of the Code).

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ARTICLE XIV

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 12th day of November, 2012, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By: William C. Cauley, III
William C. Cauley, III, Incorporator

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

PURSUANT TO THE PROVISIONS OF § 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: THE BUD CAULEY FOUNDATION, INC.
2. The name and address of the registered agent is:

John D. Gast, Esq.
Brennan, Manna & Diamond, P.L.
3301 Bonita Beach Rd, Ste. 100
Bonita Springs, Florida 34134

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.

Registered Agent


John D. Gast, Esq.

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