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## COVER LETTER

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

**SUBJECT:** Charlotte Technical Center Assistance Fund, 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:** Yurien Del Rio  
Name (Printed or typed)

223 Taylor Street  
Address

Punta Gorda, Florida 33950  
City, State & Zip

941-639-2171  
Daytime Telephone number

Yuri@wotitzkylaw.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**  
**Charlotte Technical Center Assistance Fund, Inc.**  
**(A corporation not for profit)**  
**501(c)(3)**

The undersigned hereby associate themselves for the purpose of becoming incorporated as a not-for-profit corporation under the laws of the State of Florida, and do hereby subscribe to and adopt the following as the Articles of Incorporation:

**ARTICLE I: NAME AND MAILING ADDRESS**

The name of this corporation is CHARLOTTE TECHNICAL CENTER ASSISTANCE FUND, INC. and its mailing address shall be c/o 223 Taylor Street, Punta Gorda, Florida 33950.

**ARTICLE II: DURATION**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE III: GENERAL AND SPECIFIC PURPOSES**

The specific and primary purpose for which this corporation is formed are:

A. For the advancement of charity, education and any other related or corresponding charitable or educational purposes by the distribution of its funds for such purposes and not for any profit-making purposes.

B. The specific purpose of this corporation is to act as an organization to administer the student assistance fund at Charlotte Technical Center.

C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

**ARTICLE IV: MEMBERSHIP**

The membership of this corporation shall consist of those persons as may hereafter be admitted to membership pursuant to the Bylaws of the corporation, however, the members shall have no voting rights.

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**ARTICLE V: REGISTERED OFFICE  
AND REGISTERED AGENT**

The street address of the registered office of the corporation shall be 223 Taylor Street, Punta Gorda, Florida 33950. The name of the registered agent of the corporation is MICHAEL R. MCKINLEY, Esq.

**ARTICLE VI: INCORPORATOR**

The name and residence of the original incorporator:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Michael R. McKinley	223 Taylor Street Punta Gorda, Florida 33950

**ARTICLE VII: OFFICERS**

**Section 1.** The officers of the corporation shall be a president, a vice-president, a secretary, and such other officers as may be provided in the Bylaws, all of whom shall be elected by the Board of Directors of the corporation at its annual meeting.

**Section 2.** Officers of this corporation shall also be members of the Board of Directors.

**Section 3.** The names of the persons who are to serve as officers until the first election under these articles of incorporation are:

<b><u>OFFICE</u></b>	<b><u>NAME</u></b>
President	Bernard Duffy
Vice President	Michael R. McKinley
Secretary	Yurien Del Rio

**ARTICLE VIII: BOARD OF DIRECTORS**

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall initially have three (3) initial Directors. The number of Directors may be changed from time to time in accordance with the Bylaws, but shall never be less than three (3) nor more than fifteen (15). The manner in which directors are elected shall be set forth in the Bylaws.

**ARTICLE IX: BYLAWS**

The Board of Directors shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary, and may from time to time amend, alter, or rescind the same by a simple majority vote of those present at a board meeting called for that purpose, or at a regular board meeting upon notice given, except as otherwise herein provided.

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## **ARTICLE X: AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended by a vote of 2/3 majority of all Directors at a duly called and noticed meeting held for that purpose as provided in the Bylaws.

## **ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making adequate provision for the payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, religious, educational, and/or scientific purposes and which has established its exempt status under I.R.C. Section 501(c)(3), or the corresponding provisions of any prior or future United States Internal Revenue Code. Any corporate assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for said purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes as this corporation is organized.

## **ARTICLE XII: INDEMNIFICATION**

Every officer and director of this corporation shall be indemnified by the corporation against expenses and liabilities, including attorney's fees, reasonably incurred by or imposed on him or her in connection with a proceeding to which he or she is a party or in which he or she is involved because of being or having been a director or officer of this corporation, or a settlement of such proceeding, whether or not he or she is a director or officer at the time the expenses are incurred, unless he or she is adjudged guilty of wilful misfeasance or malfeasance in the performance of his or her duties; but if the settlement is made, the indemnification applies only when the Board of Directors approves the settlement and reimbursement as being in the best interest of the corporation. This indemnification is in addition to and not exclusive of other rights to which the directors or officers are entitled.

## **ARTICLE XIII: PROHIBITED ACTIVITIES**

**Section 1:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 the purposes of this corporation.

**Section 2:** 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 participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

**Section 3:** Other provisions of these articles of incorporation notwithstanding, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2) or the corresponding provisions of any future United States Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this corporation hereby executes these Restated Articles of Incorporation this 29 day of January, 2013.

*Signed, Sealed and Delivered in the Presence of:*

First Witness

Yurien DelRio

Printed Name of First Witness

Michael R. McKinley

State of Florida  
County of Charlotte

The foregoing instrument was acknowledged before me this 29 day of January, 2013, by MICHAEL R. MCKINLEY. He is personally known to me or produced \_\_\_\_\_ as identification and did take an oath.

My commission expires:



Margie Ann Russell  
Notary Public

**Acceptance of Registered Agent**

Having been named as registered agent to accept service of process for the above-named corporation at the place herein designated, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 29 day of January, 2013.

Michael R. McKinley

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