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FLORIDA PROFIT/NON PROFIT CORPORATION
Patrick Brett Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
PATRICK BRETT FOUNDATION, INC.**

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned, acting as the incorporator of the Patrick Brett Foundation, Inc., adopts the following Articles of Incorporation for such corporation pursuant to Florida Statutes Chapter 617.

ARTICLE I - NAME

The name of the corporation shall be the Patrick Brett Foundation, Inc. (the "Corporation").

ARTICLE II - PURPOSE

The Corporation is organized and shall be operated exclusively for scientific, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States internal revenue law. Within the scope of the foregoing, the Corporation is specifically organized to: (i) raise funds for the purpose of awarding need based scholarships for higher education; and (ii) engage in such other activities as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purpose and permitted under the laws of Florida and the United States.

ARTICLE III - MEMBERSHIP

The membership of the Corporation shall be limited to the members of the Board of Directors of the Corporation and such other persons, if any, as may be designated in the Bylaws.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is Terrence E. Brett, and the street address of the initial registered office of the Corporation is 425 15th Ave. NE, St. Petersburg, Florida 33704.

ARTICLE V - MAILING ADDRESS

The principal place of business and mailing address of the Corporation is 425 15th Ave. NE, St. Petersburg, Florida 33704.

ARTICLE VI - DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors consisting of at least three directors. The Corporation shall initially have three (3) directors, and thereafter, the

number of directors of the Corporation may be changed in accordance with the bylaws of the Corporation, provided that the number of directors will never be less than three. The qualifications to serve as a director, the terms for which the directors shall serve, the rights and powers of the directors, and the manner and selection of the directors shall be as specified in the bylaws of the Corporation. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Terrence E. Brett	425 15th Ave. NE, St. Petersburg, Florida 33704
Kim A. Brett	425 15th Ave. NE, St. Petersburg, Florida 33704
Kristen B. Mills	425 15th Ave. NE, St. Petersburg, Florida 33704

ARTICLE VIII - INTERNAL AFFAIRS

Provisions for the regulation of the internal affairs of the Corporation shall be provided in the Bylaws. In addition, the following provisions shall apply:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 set forth above. 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 (or in opposition to) any candidate for public office.

(b) Notwithstanding any other provisions of these articles, 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 Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Code); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE IX - DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to one or more organizations that qualify for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law, as the board of directors shall determine. 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

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Patrick Brett Foundation, desiring to organize under the laws of the State of Florida, has named Terrence E. Brett as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced corporation at 425 15th Ave. NE, St. Petersburg, Florida 33704, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Florida Statutes Section 617.0503.

Dated this 21 day of March, 2013.



Terrence E. Brett, Registered Agent

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TALLAHASSEE, FLORIDA

to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X – BYLAWS

The board of directors of the Corporation shall have the exclusive power to adopt, amend and repeal the bylaws of the Corporation, as more fully provided in the bylaws.

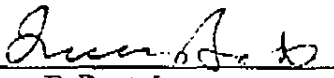
ARTICLE XI – AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

ARTICLE XII – INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Terrence E. Brett at 425 15th Avenue NE, St. Petersburg, Florida 33704.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 21 day of March, 2013.


Terrence E. Brett, Incorporator