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SECRETARY OF STATE
DIVISION OF CORPORATIONS

3/5/14

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March 5, 2014

Florida Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Florida Asphalt Scholarship Program, Inc.

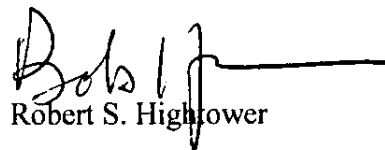
Dear Sir or Madam:

Enclosed for filing please find Articles of Incorporation of Florida Asphalt Scholarship Program, Inc., dated March 4, 2014. Also enclosed please find our check in the amount of \$78.75 for the cost of filing the Articles, the Registered Agent fee, and a certified copy of the Articles.

Once the Articles have been filed, please call us at: (850) 222-3363 and we'll send someone to come pick it up.

Thank you for your assistance. Please call if you have any questions.

Very truly yours,


Robert S. Hightower

RSH/nm
Enclosures
cc: Mr. James M. Warren (w/o encl.)

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**ARTICLES OF INCORPORATION
OF
FLORIDA ASPHALT SCHOLARSHIP PROGRAM, INC.**

The undersigned natural person, of legal age, acting as Incorporator under the provisions of Florida Statutes, Chapter 617, for the purpose of forming a corporation under the Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be Florida Asphalt Scholarship Program, Inc.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The address of the Corporation's principal place of business is 1007 DeSoto Park Drive, Suite 201, Tallahassee, FL 32301. The mailing address of the Corporation is 1007 E. Desoto Park Drive, Suite 201, Tallahassee, FL 32301.

ARTICLE III

PURPOSES

The Corporation is organized exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code or any corresponding section of any future federal tax code. Specifically, the Corporation is organized for the purpose of maintaining and operating a scholarship program for students who have a parent (or step parent) working for a company that is a member of the Asphalt Contractors Association of Florida, Inc.

The Corporation shall not engage in any business of a kind ordinarily carried on for profit

and nothing in these Articles of Incorporation or in the Bylaws of the Corporation shall authorize the Corporation to, and the Corporation shall not, enter any transaction, carry on any activity, or engage in any business for pecuniary profit, and any income received by the Corporation shall be applied only to the nonprofit purposes and objectives of the Corporation set forth herein and no part thereof during membership or upon termination of membership shall inure to the benefit of any private member or individual.

ARTICLE IV

ELECTION OF DIRECTORS

The method of election of directors shall be stated in the Bylaws of the Corporation.

ARTICLE V

REGISTERED OFFICE AND AGENT

The address of this Corporation's registered office is 1007 DeSoto Park Drive, Suite 201, Tallahassee, FL 32301, and the name of its agent at said address is James M. Warren.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of this Corporation is as follows:

James M. Warren

1007 DeSoto Park Drive, Suite 201
Tallahassee, FL 32301

ARTICLE VII

NO PERSONAL BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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.

ARTICLE VIII

PROHIBITED ACTS

It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501 (a) of the Internal Revenue Code (the "Code") as an organization described in Section 501 (c)(3) of the Code. 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. Notwithstanding any other provision 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 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.

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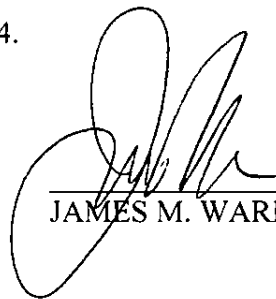
ARTICLE IX

DISTRIBUTION OF ASSETS UPON DISSOLUTION

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

IN WITNESS WHEREOF, I, JAMES M. WARREN, being the original subscribing Incorporator to the foregoing Articles of Incorporation, execute these Articles of Incorporation this

4th day of MARCH 2014.

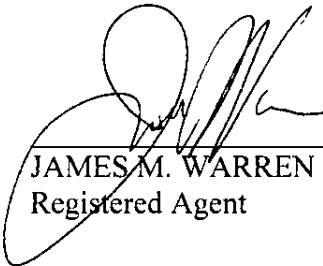


JAMES M. WARREN

IN WITNESS WHEREOF, 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 performances of my duties, and I am familiar with and accept the obligation of my position as registered agent, this 4th day of

MARCH

2014



JAMES M. WARREN
Registered Agent

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