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OF COUNSEL

* ADMITTED IN FLORIDA AND GEORGIA
+ BOARD CERTIFIED IN LABOR
AND EMPLOYMENT LAW

TAMPA
ATLANTA
LOS ANGELES
LAKELAND
PALM BEACH
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SHAUGHN C. HILL
JANELLE G. KOREN
RYAN A. MEIGHAN
JAVIER R. MESA
LYNNE E. RADKE
NEIL C. THOM

June 5, 2014
Via FedEx

Department of State
Division of Corporations
Clifton Building
2661 Executive Center
Tallahassee, Florida 32301

RE: Stephanie Nicole Ross Foundation, Inc. - General File
SBJA File No.: 2014-15158

Ladies and Gentlemen:

Enclosed please find the following documents:

1. Original Articles of Incorporation of Stephanie Nicole Ross Foundation, Inc., and
2. A check for \$78.75 payable to "Florida Department of State".

Please send your letter of acknowledgment to me at the Lakeland address listed below.

If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,
SPONSLER, BENNETT, JACOBS &
ADAMS, P.A.

John F. Wendel

FILED
14 JUN -6 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JFW:jad/A61EEA32C2D11204
enclosures

cc: Tracy Stephens (with enclosure)
David R. Ramos, CPA (with enclosure)

REPLY TO: LAKELAND

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**ARTICLES OF INCORPORATION
OF
STEPHANIE NICOLE ROSS FOUNDATION, INC.**

FILED
14 JUN -6 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

**ARTICLE I.
NAME**

The name of the corporation is **STEPHANIE NICOLE ROSS FOUNDATION, INC.**

**ARTICLE II.
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the corporation shall commence on June 6, 2014.

**ARTICLE III.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation and the mailing address of the corporation is 4014 Glen Garry Road East, Lakeland, Florida 33813

**ARTICLE IV.
PURPOSES**

The corporation is organized and shall operate exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Internal Revenue Code. Additionally, the corporation may raise, receive, and maintain a fund or funds for the acquisition of real property and/or personal property to be used exclusively for any one or more of the lawful purposes of the corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future Internal Revenue Code.

**ARTICLE V.
MEMBERS**

The corporation shall have no members whatsoever.

**ARTICLE VI.
BOARD OF DIRECTORS**

The business and property of the corporation shall be managed solely and exclusively by the board of directors of the corporation which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the corporation. All of the directors of the corporation shall be elected by the board of directors of the corporation. The method of electing the directors of the corporation shall be as stated in the Bylaws of the corporation. The number of directors of the corporation may be increased or decreased from time to time and at any time, but the corporation shall never have less than three (3) directors nor more than nine (9) directors. No director shall be compensated for the performance of his or her duties as a director, but a director may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as a director in accordance with the Bylaws of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any director and to replace any director so removed.

**ARTICLE VII.
OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be members of the board of directors of the corporation. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

**ARTICLE VIII.
LIMITATIONS AND PROHIBITED ACTIVITIES**

The corporation shall be bound by the following:

A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity;

B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding Section of any prior or future Internal Revenue Code;

C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively;

D. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and

E. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE IX. INDEMNITY OF DIRECTORS AND OFFICERS

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

ARTICLE X. BYLAWS

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

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14 JUN -6 PM 3:43

**ARTICLE XI.
INITIAL REGISTERED AGENT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and street address of the initial registered agent of this corporation is John F. Wendel, 5304 South Florida Avenue, Suite 404, Lakeland, Florida 33813.


**ARTICLE XII.
INCORPORATOR**

The name and address of the sole incorporator of this corporation is John F. Wendel, 5304 South Florida Avenue, Suite 404, Lakeland, Florida 33813.

**ARTICLE XIII.
AMENDMENTS TO
ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 5th day of June, 2014.



John F. Wendel, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, John F. Wendel, having been named to serve as registered agent for **STEPHANIE NICOLE ROSS FOUNDATION, INC.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 5th day of June, 2014.



John F. Wendel, Registered Agent