

N140000011108

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H140002801623)))



H140002801623ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP.
Account Number : 076666002140
Phone : (727) 461-1818
Fax Number : (727) 441-8617

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
THE SKYWAY MEMORIAL PROJECT, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC -4 PM 3:22

Wester

RECEIVED
14 DEC -4 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE SKYWAY MEMORIAL PROJECT, INC.
A NONPROFIT CORPORATION

The undersigned, desiring to form a corporation ("Corporation") not for profit under Chapter 617, Florida Statutes, hereby certifies:

ARTICLE I
NAME AND ADDRESS

The name of this Corporation is THE SKYWAY MEMORIAL PROJECT, INC. The mailing address and the principal address of the Corporation is 2847 Park Street North, St. Petersburg, FL 33710.

ARTICLE II
PURPOSES, RIGHTS AND POWERS

1. This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code"), or as an organization, contributions to which are deductible under Code Section 170(c)(2). It is the goal of the Directors that the Corporation be dedicated to erecting and maintaining a monument to the victims of the Sunshine Skyway Bridge disaster of May 9, 1980, in Blackthorn Memorial Park in Pinellas County, Florida and any successor location of such monument that is accessible to the public. The Corporation, desiring to support organizations that share the purpose of the Corporation, may make grants to qualified organizations, as hereinafter defined, selected by the Directors of the Corporation, in furtherance of the purposes of the qualified organizations. An organization is a "qualified organization" for purposes of these Articles only if it is described in Code Sections 501(c)(3), 509(a)(1) and 509(a)(2).

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 be empowered to make the election authorized under Code Section 501(h). 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.

3. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3).

Prepared By:
Frank R. Jakes, Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
403 East Madison Street, Suite 400
Tampa, FL 33602
(813) 225-2500
Bar No. 372226

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC -4 PM 3:22

4. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

ARTICLE III LIMITATIONS

1. 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 II hereof. 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 Code Section 501(c)(3), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or the corresponding section of any future federal tax code.

2. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or the corresponding section of any future federal tax code.

3. The Corporation will not engage in any act of self-dealing as defined in Code Section 4941(d), or the corresponding section of any future federal tax code.

4. The Corporation will not retain any excess business holdings as defined in Code Section 4943(c), or the corresponding section of any future federal tax code.

5. The Corporation will not make any investments in a manner as to subject it to tax under Code Section 4944, or the corresponding section of any future federal tax code.

6. The Corporation will not make any taxable expenditures as defined in Code Section 4945, or the corresponding section of any future federal tax code.

ARTICLE IV DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the Corporation, its assets shall be distributed by its Board of Directors for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not 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 V
MEMBERS: DIRECTORS

1. The Corporation shall not have any members.

2. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

3. The persons who shall serve until the first election of Directors are as follows:

<u>Name</u>	<u>Address</u>
William DeYoung	2847 Park Street North, St. Petersburg, FL 33710
Amy M. Kagan	2847 Park Street North, St. Petersburg, FL 33710
Frank R. Jakes	403 East Madison Street, Suite 400, Tampa, FL 33602

ARTICLE VI
OFFICERS

1. Officers. The officers of this Corporation shall consist of a President, one or more Vice-Presidents, a Treasurer, a Secretary and such Assistant Treasurers, Assistant Secretaries and other officers of this Corporation as the Board of Directors deems necessary.

2. Election and Term of Office. The Board of Directors shall elect officers at each Annual Meeting of the Board of Directors, and may at any meeting fill any officer vacancy.

3. Powers and Duties. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.

4. Initial Officers. The persons who shall serve as officers until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
William DeYoung	President
Amy M. Kagan	Vice-President; Secretary; Treasurer

ARTICLE VII AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE VIII BYLAWS

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

ARTICLE IX INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

ARTICLE X INDEMNIFICATION

Each Director and each officer or former Director or former officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred by him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action,

suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolutions, vote of Directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE XI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 403 East Madison Street, Suite 400, Tampa, FL 33602, and the name of the initial registered agent of this Corporation at that address is Frank R. Jakes.

ARTICLE XII
INCORPORATOR

The name and address of the person signing these Articles are:

Frank R. Jakes, Esq.
Johnson, Pope, Bokor, Ruppel & Burns, LLP
403 East Madison Street, Suite 400
Tampa, FL 33602

IN WITNESS WHEREOF, the undersigned has subscribed his name this 11 day of December, 2014, at Clearwater, Florida.


FRANK R. JAKES


**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, THE SKYWAY MEMORIAL PROJECT, INC., desiring to organize under the laws of the State of Florida, hereby designates Frank R. Jakes located at 403 East Madison Street, Suite 400, Tampa, FL 33602, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named Corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Date: December 4, 2014


FRANK R. JAKES