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LAW OFFICES OF
WALLER & SCHARBER
PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

July 16, 2015

CHARLES D. WALLER, ESQUIRE
CERTIFIED FAMILY, CIRCUIT & COUNTY MEDIATOR
RESIDENTIAL MORTGAGE FORECLOSURE MEDIATOR
PARENTING COORDINATOR

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

JARROD M. SCHARBER, ESQUIRE
CHELSEA L. WALLER, ESQUIRE

Re: Boots & Roots Foundation, Inc.
Articles of Incorporation


To Whom This May Concern:

Enclosed you will find the Articles of Incorporation for **Boots & Roots Foundation, Inc.** and a check for \$70.00 for the filing fee, made payable to the Florida Department of State.

Please process these article and send confirmation of the formation of Boots & Roots Foundation, Inc. as a Florida non-profit corporation at your earliest convenience. If you have any questions or if any of this requires clarification, please contact my office. Thank you for your consideration.

Very Truly Yours –

The Law Office of
WALLER & SCHARBER, P.A.
Attorneys at Law


Jarrod M. Scharber, Esquire

JmS
Enclosures as stated
cc: RJ Huss



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 28, 2015

JARROD M. SCHARBER, ESQ.
WALLER & SCHARBER, P.A.
P.O. BOX 1668
DADE CITY, FL 33526-1668

SUBJECT: BOOTS & ROOTS FOUNDATION, INC.
Ref. Number: W15000050745

We have received your document for BOOTS & ROOTS FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 815A00015768

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2014-08-12 09:53:34

ARTICLES OF INCORPORATION

OF

BOOTS & ROOTS FOUNDATION, INC.

A FLORIDA NON-PROFIT PUBLIC BENEFIT CORPORATION

WE THE UNDERSIGNED, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporations Law(s) of the State of Florida do hereby certify as follows:

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be ***Boots & Roots Foundation, Inc.*** Any and all business conducted on behalf of the corporation shall be conducted in the name ***Boots & Roots Foundation, Inc.***

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

Boots & Roots Foundation, Inc. is a non-profit corporation and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The purpose of the corporation is to support and conduct events that benefit the local agriculture, outdoor and sportsman community by raising funds that will be directly donated to other charitable organizations, individuals or organizations in need in or around East Pasco County and the surrounding Counties.

3.02 Public Benefit

Boots & Roots Foundation, Inc. is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Boots & Roots Foundation, Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of ***Boots & Roots Foundation, Inc.*** 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Boots & Roots Foundation, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of ***Boots & Roots Foundation, Inc.*** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of ***Boots & Roots Foundation, Inc.*** any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the corporation shall be selected by the discretion of a majority of the managing body of ***Boots & Roots Foundation, Inc.*** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against ***Boots & Roots Foundation, Inc.*** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within East Pasco County, Florida with whom the corporation has previously donated or partnered with in prior charitable endeavors.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

4.05 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Governance

Boots & Roots Foundation, Inc. shall be governed by its board of directors consisting of at least eight (8) members, and not exceeding twelve (12) members.

5.02 Initial Directors

The initial directors of the corporation shall be:

Robert Huss	Anna Huss
Ben Barthle	Stephanie Stephenson
Lowell Osborne	Heath Dorr
Dan Dettman	Jimmie Robinson
Mike Mezrah	

5.03 Number of Directors

Boots & Roots Foundation, Inc. shall have a board of directors consisting of at least eight (8) and no more than twelve (12) directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

5.04 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of ***Boots & Roots Foundation, Inc.*** shall be managed under the direction of the board, except as otherwise provided by law.

5.05 Terms

- (a) All directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected.
- (b) To the extent possible, Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.
- (c) Directors may serve terms in succession.
- (d) The term of office shall be considered to begin October 1 and end September 30 of the second year in office, unless the term is extended until such time as a successor has been elected.

5.06 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and nominated to serve on the board by an existing board member during the normal course of business. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in ***September*** of each year. Further procedures and processes related to election, removal and replacement of members of the board are more specifically set forth in the corporation's Bylaws.

ARTICLE VI **MEMBERSHIP AND OFFICERS**

6.01 Membership

Boots & Roots Foundation, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's Bylaws.

6.02 Officers

Boots & Roots Foundation, Inc. shall have the following slate of initial Officers, who are and shall remain subject to the specific rules governing the corporations' officers as specifically set forth in the Bylaws:

President: Robert Huss
 36010 State Road 52
 Dade city, FL 33525

Vice President: Ben Barthle
PO Box 819
San Antonio, FL 33576

Secretary: Stephanie Stephenson
15400 Zia Ridge Ln.
Dade City, FL 33523

Treasurer: Anna Huss
36010 State Road 52
Dade city, FL 33525

ARTICLE VII AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

ARTICLE VIII ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

Boots & Roots Foundation, Inc.
36010 State Road 52
Dade city, FL 33525

The mailing address of the corporation is:

Boots & Roots Foundation, Inc.
36010 State Road 52
Dade city, FL 33525

ARTICLE IX APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Jarrold M. Scharber, Esquire
Waller & Scharber, P.A.
38038 Meridian Ave.
Dade City, FL 33525

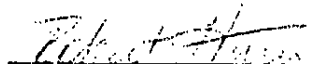
ARTICLE X
INCORPORATOR

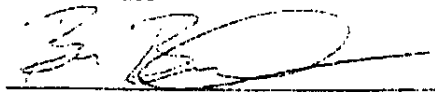
The incorporator of the corporation is:

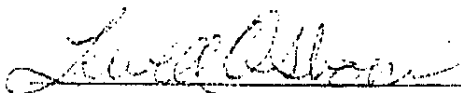
Robert Huss: 36010 State Road 52
Dade city, FL 33525

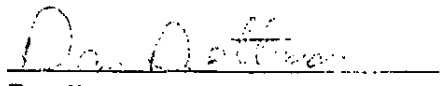
CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

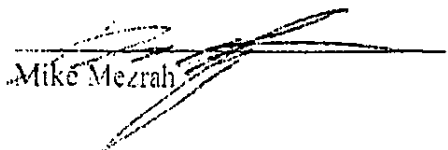
We, the undersigned initial directors, do hereby certify that the above stated Articles of Incorporation of were approved by the board of directors on July 28, 2015 and constitute a complete copy of Articles of Incorporation of ***Boots & Roots Foundation, Inc.***



Robert Huss



Ben Barthle

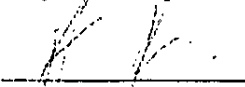

Lowell Osborne

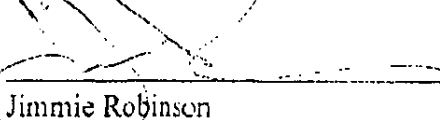

Dan Dettman


Mike Mezrah


Anna Huss



Stephanie Stephenson


Heath Dorr


Jimmie Robinson

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Jarrod M. Scharber agree to be the registered agent for *Boots & Roots Foundation, Inc.* as appointed herein.


Jarrod M. Scharber, Registered Agent
July 28, 2015

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