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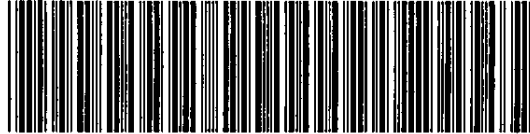
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
16 MAR 10 AM 11:20

**RICHARD M. COLBERT, PLLC**

2717 Gulf Breeze Parkway  
Gulf Breeze, FL 32563  
(850) 934-1003  
Fax: (850) 934-0503

March 8, 2016

*VIA FEDERAL EXPRESS DELIVERY*

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

RE: Cheryl G. Rooney Memorial Scholarship Challenge, Inc., a Florida not for profit corporation

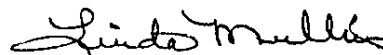
Dear Florida Department of State:

Please file the referenced enclosed Articles of Incorporation, and return the filed document to me in the enclosed addressed stamped envelope. Also enclosed is check #2103 in the amount of \$70.00 for the filing fee in this matter.

The E-mail address to be used for future annual report notification is [sdelgallo@cox.net](mailto:sdelgallo@cox.net)

If you have any questions, please call me at (850) 934-1003. Thank you for your assistance in this matter.

Very truly yours,



Linda Mullins, assistant to  
Richard M. Colbert, Esq.

Enclosures as stated

**ARTICLES OF INCORPORATION**  
**OF**  
**CHERYL G. ROONEY MEMORIAL SCHOLARSHIP CHALLENGE, INC.,**  
**A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I**

**NAME**

1.01 The name of this corporation is **CHERYL G. ROONEY MEMORIAL SCHOLARSHIP CHALLENGE, INC.**, and for convenience, the corporation shall be referred to in this instrument as the "Corporation".

**ARTICLE II**

**DURATION**

2.01 This corporation shall have perpetual existence, commencing on the date of filing the Articles of Incorporation with the Secretary of the State of Florida.

**ARTICLE III**

**PLACE OF BUSINESS**

3.01 The principal office of the Corporation is located at 4304 Stonebridge Road, Destin, Florida 32541. The mailing address of the Corporation is P.O. Box 518, Destin, Florida 32540.

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**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

4.01 Richard M. Colbert, whose address is 2717 Gulf Breeze Parkway, Gulf Breeze, Florida 32563, shall be the initial Registered Agent of this Corporation.

**ARTICLE V**

**PURPOSE**

5.01 The Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

5.02 Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

**ARTICLE VI**

**BOARD OF DIRECTORS**

6.01 The Corporation shall be governed by its Board of Directors.

6.02 The initial Directors of the Corporation shall be:

Marilyn Pittman  
P.O. Box 518  
Destin, Florida 32540

Melanie Schweizer  
P.O. Box 518  
Destin, Florida 32540

Brenda Loach  
P.O. Box 518  
Destin, Florida 32540

Steven Del Gallo  
P.O. Box 518  
Destin, Florida 32540

6.03 No Officer, or Director of this Corporation shall be personally liable for the debts and obligations of the Corporation 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.

## **ARTICLE VII**

### **OFFICERS**

7.01 The affairs of the Corporation shall be administered by a President, one or more Vice-Presidents, a Secretary, a Treasurer, and if desired by the Board of Directors, an Executive Secretary, all of whom shall be elected by the Board of Directors, and they shall serve at the pleasure of the Board of Directors.

## **ARTICLE VIII**

### **NON-PROFIT NATURE**

8.01 The Corporation 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 the corresponding Section of any future Federal Tax Code.

8.02 Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on by: (a) any organization exempt from Federal

Income Tax under Section 501(c) of the Internal Revenue Code, or the 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 a corresponding Section of any Federal Tax Code.

8.03 The Corporation is not organized and shall not operate 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, its Officers, Directors, or to any individual. The Corporation may, however, pay reasonable compensation for services rendered and make other payments and distributions consistent with these Articles.

## **ARTICLE IX**

### **DISSOLUTION**

9.01 Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code, which organization or organizations shall have a charitable purpose which, at least generally, includes a purpose similar to the Purpose of the Corporation stated hereinabove.

9.02 The organization to receive the assets of the Corporation hereunder shall be selected in the discretion of a majority of the Directors of the Corporation, 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 the Corporation by one or more of its managing body, which verified petition shall contain such statements as reasonably indicate the applicability of this Section.

The court, upon finding that this Section is applicable, shall select the qualifying organization or organizations to receive the assets to be distributed, giving a preference if practicable, to organizations located in the State of Florida.

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

## **ARTICLE X**

### **PROHIBITED ACTIVITIES**

10.01 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on 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.

## **ARTICLE XI**

### **MEMBERSHIP**

11.01 The Corporation shall have no members. The management of the affairs of the Corporation shall be vested in a Board of Directors, as set forth in Article VI hereinabove, and in the Corporation's Bylaws, as adopted and amended from time to time.

**ARTICLE XII**

**AMENDMENTS**

12.01 Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds of the Board of Directors.

**ARTICLE XIII**

**BY-LAWS**

13.01 The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors of the Corporation in the manner provided by the By-Laws.

**ARTICLE XIV**

**INCORPORATOR**

14.01 The name and address of the Incorporator to these Articles of Incorporation is as follows:

**Steven P. DelGallo  
P.O. Box 518  
Destin, Florida 32540**

**ARTICLE XV**

**DEFINITIONS**

15.01 All terms herein shall be the same meaning as set forth, defined and used in the declaration and in Chapter 617, Florida Statutes.



**ARTICLE XVI**

**INDEMNIFICATION**

16.01 Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature this 2<sup>nd</sup> day of March, 2016.

INCORPORATOR:

  
STEVEN P. DELGALLO

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of **Cheryl G. Rooney Memorial Scholarship Challenge, Inc.** Further, I am familiar with and accept the duties and obligations of such designation.



RICHARD M. COLBERT

R:/CORPORAT\Cheryl G Rooney Memorial Scholarship Challenge Inc