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THE SCAN FOUNDATION, INC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED  
ARTICLES OF INCORPORATION  
OF  
THE SCAN FOUNDATION, INC.**

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators of a corporation not-for-profit, adopt the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapters 617 and 607 of the Florida Statutes.

**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of this Corporation is THE SCAN FOUNDATION, INC. and its principal office or mailing address is 515 Kirkland Circle, Dunedin, Florida 34698.

**ARTICLE 2: CORPORATE PURPOSE**

2.01 The general purpose for which this Corporation is organized is to possess all rights, privileges and immunities, and enjoy all the benefits and powers granted to Corporations not for profit under the laws of the State of Florida, and the United States of America.

2.02 Notwithstanding the foregoing, and to supercede the same where in conflict, the specific purpose for which this Corporation is formed is exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, as they may specifically pertain to charitable, health and educational opportunities for children.

2.03 In furtherance of these purposes, the Corporation is organized and shall be operated primarily for the purposes of training and certifying other to be able to train in the techniques of CPR (Cardiopulmonary Resuscitation) unique to children; providing AED (Automated External Defibrillator) devices for children to those certified entities; advancing the education of members, supporters, and the public concerning the unique issues of child cardiopulmonary issues; and developing relationships, sharing knowledge, ideas and experiences related to child cardiopulmonary issues.

**ARTICLE 3: NON-PROFIT STATUS**

The Corporation shall have no capital stock and shall declare no dividends, and the profits, or other income, if any, of the Corporation, from whatever source, shall be used solely in promoting the purpose thereof, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, in any manner of profit to the Directors, Officers, or Members of this Corporation. However, nothing herein shall prohibit the payment in good faith of reimbursement to any Director, Officer, or Member for out of pocket expenses or reasonable

compensation for services actually rendered on behalf of the Corporation.

**ARTICLE 4: DURATION OF CORPORATE EXISTENCE**

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles.

**ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION**

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for such purposes and to such entities as are authorized for corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located exclusively for such purposes.

**ARTICLE 6: MEMBERS**

6.01 Eligibility. Membership shall be open to all natural persons over the age of 18 years who are interested in furthering the purposes of this Corporation as set forth in Article 2. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time and may embrace the qualifications for active, inactive, honorary, sustaining and lifetime membership and establish membership fees therefor.

6.02 Dues. Dues for the various classes of membership shall be determined from time to time by the Board of Directors in the adoption of Bylaws and Amendments thereto.

6.03 Meeting. Membership meetings shall be held as scheduled and notice shall be given each member in advance of such meeting as determined by the Board of Directors in the adoption of Bylaws.

**ARTICLE 7: SUBSCRIBERS**

The names and residences of the subscribers to these Articles of Incorporation who constitute the founding members of the Corporation are:

NAME

ADDRESS

Kenny Lane

515 Kirkland Circle  
Dunedin, FL 34698

Lindsey Lane

515 Kirkland Circle  
Dunedin, FL 34698**ARTICLE 8: BOARD OF DIRECTORS**

8.01 **Defined.** The Corporation shall be governed by a Board of Directors a majority of whom shall be members of the Corporation, and shall be elected by the membership in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

8.02 **Term.** Directors shall hold their offices for three years, on staggered terms, or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify.

8.03 **Number.** The number of Directors constituting the initial Board of Directors are seven (7) persons and the names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation and the election and qualification of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kenny Lane Initially a 3 year term	515 Kirkland Circle Dunedin, FL 34698
Gary Hurlbut Initially a 3 year term	819 Lyndhurst Street Dunedin, FL 34698
Kara Phillips Initially a 2 year term	2340 Armour Drive Dunedin, FL 34698
George Bessler Initially a 2 year term	9152 - 124th Way N. Seminole, FL 33772
Lindsey Lane Initially a 1 year term	515 Kirkland Circle Dunedin, FL 34698
Timothy C. Schuler Initially a 1 year term	9075 Seminole Boulevard Seminole, FL 33772
Tommy Lane Initially a 1 year term	19710 Wellington Manor Boulevard Lutz, FL 33549

### ARTICLE 9: OFFICERS

9.01 Defined. The affairs of the Corporation shall be managed by a president, a vice president, a secretary and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws.

9.02 Election. Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

9.03 Initial. The names and addresses of the officers who are to serve until the first annual meeting of the Directors are:

<u>OFFICER</u>	<u>TITLE</u>	<u>ADDRESS</u>
Kenny Lane	President	515 Kirkland Circle Dunedin, FL 34698
Gary Hurlbut	Vice-President	819 Lyndhurst Street Dunedin, FL 34698
Lindsey Lane	Secretary	515 Kirkland Circle Dunedin, FL 34698
Kara Phillips	Treasurer	2340 Armour Drive Dunedin, FL 34698

9.04 Vacancies. Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

### ARTICLE 10: ACCEPTANCE OF GIFTS, DEVICES AND BEQUESTS; APPLICATION THEREOF

10.01 The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2.

In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

#### **ARTICLE 11: ADOPTION AND AMENDMENT OF BYLAWS**

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a two-thirds vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five days prior to such meeting. Such Bylaws may also be made, altered, or rescinded upon a majority vote of the Members of the Corporation present and voting at any regular or special business meeting called for that purpose. All Bylaw amendments made by the Board of Directors must be furnished to the Members within ten (10) days of adoption by the Board, and shall be deemed ratified by the Members if no action is taken by them to alter or rescind the amendments within 20 days after notice is provided to them. Notice is deemed effective upon certification by the Corporate Secretary that the amendments have been placed in the mail, or sent by facsimile or electronic mail.

#### **ARTICLE 12: AMENDMENT OF ARTICLES OF INCORPORATION**

12.01 By Directors. Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each member not less than ten days prior to such meeting.

12.02 By Members. Amendments may be proposed by any member and may be considered at the annual or any regular meeting of the membership, provided that written notice of any such amendment or amendments shall be given in writing to all members at least ten days prior to the meeting at which such amendment or amendments is or are to be considered. An amendment shall be adopted by a two-thirds vote of the members voting, a quorum being present.

#### **ARTICLE 13: LIMITATION ON POWERS**

13.01 Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

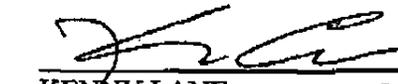
13.02 Specifically, this organization shall:

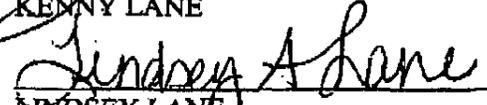
- A. Absolutely refrain from participating in the political campaigns of candidates for local, state or federal office.
- B. Absolutely ensure that its assets and earnings do not unjustly enrich board members, officers, key management employees, or other insiders.
- C. Not further non-exempt purposes (such as purposes that benefit private interests) more than insubstantially.
- D. Not operate for the primary purpose of conducting a trade or business that is not related to its exempt purpose(s).
- E. Not engage in activities that are illegal or violate fundamental public policy.
- F. Restrict its legislative activities.

**ARTICLE 14: REGISTERED AGENT**

The Corporation's initial registered agent maintains an office at 9075 Seminole Boulevard, Seminole, Florida 33772, and the registered agent thereat shall be Timothy C. Schuler, Esquire.

IN WITNESS WHEREOF, the undersigned have (has) executed these Articles of Incorporation this 12 day of April, 2017.

  
 \_\_\_\_\_  
 KENNY LANE

  
 \_\_\_\_\_  
 LINDSEY LANE

"INCORPORATORS"

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 17<sup>th</sup> day of APRIL, 2017.



TIMOTHY C. SCHULER, Registered Agent