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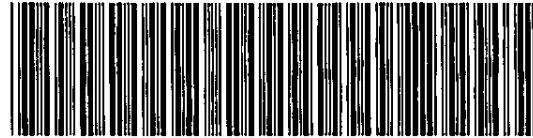
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Law Offices
Boyer, Tanzler & Sussman, P.A.

210 EAST FORSYTH STREET
JACKSONVILLE, FLORIDA 32202-3380

HERBERT T. SUSSMAN
TYRIE A. BOYER
(deceased)
HANS G. TANZLER, JR.
(deceased)

TELEPHONE
(904) 358-3030

FACSIMILE
(904) 634-0036

December 12, 2016

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: James E. McWilliams Foundation, Inc.; not for profit

Dear Secretary of State:

Please file the enclosed Articles of Incorporation and Designation of Registered Agent. Please provide me with a certified copy of the Articles and a certificate of status. I herewith enclose a check in the amount of \$87.50, representing \$35.00 for the filing fee; \$35.00 for designation of registered agent; \$8.75 for a certified copy of the Articles; and \$8.75 for a certificate of status. A copy of the Articles is also included with this letter.

If any additional information is needed to facilitate filing the Articles of Organization, please do not hesitate to contact me.

Very truly yours,



Herbert T. Sussman

**ARTICLES OF INCORPORATION
OF
JAMES E. MCWILLIAMS JR. FOUNDATION, INC.
A Florida not-for-profit corporation**

ARTICLE I

Name

The name of the corporation shall be **JAMES E. MCWILLIAMS JR. FOUNDATION, INC.**

ARTICLE II

Duration

The duration of the corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III

Purpose

The purposes for which the corporation is organized are: to operate exclusively for charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, and, within these restrictions, to engage in activities including but not limited to the following:

(a) To endow and facilitate scholarships, safety-training, and other charitable and financial assistance to persons striving to become commercial or professional drivers of trucks or heavy equipment or machinery so as to prevent accidental injuries and death to human beings.

(b) To receive contributions and use them for charitable or educational purposes including but not limited to providing services related to the assistance of persons striving to become commercial or professional drivers of trucks or heavy equipment or machinery. 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, intervene in (including the publishing or distribution of statements) any political campaign on behalf of or against 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 (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions 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 of 1986 (or the corresponding provisions of any future federal tax code).

(c) To employ, contract for, or otherwise obtain the services of agents to perform all services required in connection with carrying out the aforesaid purposes.

(d) To borrow money, to contract debts when necessary to the transaction of its business or for the exercise of its corporate rights, privileges of franchises, or for any other lawful purpose of its incorporation; to issue, from time to time, bonds, promissory notes, Bills of Exchange, debentures, and other obligations and evidences of indebtedness, secured or unsecured, payable at a specified time or times, or payable upon the happening of a specified event or events, for monies borrowed, or in payment for property acquired, or for any of the other objects or purposes of the corporation.

(e) To have one or more offices, and to conduct its business and promote its objectives within the State of Florida or the United States without restriction as to place or manner.

(f) To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property, rights, privileges, franchises and other assets.

(g) To purchase, take, receive, subscribe for or otherwise acquire, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests or obligations of, corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States, or any other government, state territory, government district, municipality or of any instrumentality thereof.

(h) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real and personal property, or any interest therein, in its own right, as trustee, or in any other fiduciary capacity, wheresoever situate.

(i) To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so lent or invested.

(j) To do all and everything necessary or appropriate for the accomplishment of any of its purposes or of any of its objects, the furtherance of the powers enumerated in this Charter or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, as principal, agent, trustee, or otherwise.

(k) To distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income as defined in Section 4942 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

(l) The corporation shall not engage in any act of self-dealing as defined in Section 4942(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

(m) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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 this Article.

(n) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

(o) The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

(p) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

(q) Upon the dissolution of the corporation, the Board of Trustees, shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, and educational purposes as shall at the time qualify as an exempt organization or organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), as the Board of Trustees shall determine.

(r) The corporation is not organized for pecuniary gain or profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any members, directors, trustees or individuals, except that the corporation shall be authorized and empowered to pay and to be paid a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE IV

Principal Office And Registered Agent

The street and mailing address of the principal office of the corporation is 5122 Johnson Creek Dr., Jacksonville, FL 32218. The name and address of the initial registered agent of the corporation is: Kimberly McWilliams Clayton. Registered Office: is 5122 Johnson Creek Dr., Jacksonville, FL 32218.

ARTICLE V

Board of Trustees (Directors) And Officers

The business and property of the corporation shall be managed by a Board of Trustees (Directors). The number of Trustees (Directors) constituting the initial Board is three and the name and address of each person who is to serve as a member thereof and the office to be held by each are as follows:

Trustees' Names & Addresses

Kimberly McWilliams Clayton – Trustee/President
5122 Johnson Creek Dr.
Jacksonville, FL 32218

Nebraska Adams – Trustee/Treasurer
2105 Royal Fern Lane
Birmingham, Al 35244

Brittany Hunter – Trustee/Secretary
6394 Golden Field St.
Jacksonville , FL 32218

The number of Trustees may be changed from time to time by majority vote of the Board of Trustees, but shall never be less than three (3).

(a) All corporate powers shall be exercised by or under the authority of, and all affairs of the corporation shall be managed under the direction of, the Board of Trustees. The present trustees now duly constituted and elected shall constitute the Board of Trustees and they shall hold their offices permanently, unless removed for good cause.

(b) The trustees of this corporation have sole voting power; and no one, other than the trustees, has the right to vote on any matters pertaining to the corporation.

(c) In the event of the inability of any trustee to act, or in the event of the death or incapacity or removal for cause of any trustee, the remaining trustees shall elect another trustee, or trustees, to fill the vacancy or vacancies thus created. A quorum of trustees for purposes of a general vote on the affairs of the corporation shall consist of three trustees; however, for the purpose of filling a vacancy on the board of trustees, a quorum shall consist of all the remaining trustees who are filling the vacancy or vacancies.

(d) The trustees shall have power and authority to hold an annual meeting of the Board of Trustees and may likewise hold special meetings as may be determined by the Board of Trustees. The annual meeting shall be held at the offices of the corporation in JACKSONVILLE, FLORIDA, on the first Monday of April in each year at the hour of 7:00 P.M., of such day, or as soon thereafter in each year as is possible for the trustees to call such meeting; and any special meetings may be held at such time as the trustees may determine, and all meetings shall be held at the offices of the corporation in JACKSONVILLE, FLORIDA.

(e) Any amendments to the Articles of Incorporation may be made only by the Board of Trustees, upon the vote of a majority of the Board of Trustees in office. Likewise, the By-laws may be made, altered or rescinded only by the Board of Trustees of this corporation, upon the vote of a majority of the Board of Trustees in office.

(f) The Board of Trustees shall have the authority and power, which is hereby given, to establish, institute, operate and maintain any and all such additional

departments, associations, institutions, schools, mission stations, programs, and/or any and all such other vehicles as may be deemed appropriate and advisable by said Board of Trustees for the purposes for which the corporation was formed.

(j) The Board of Trustees shall have power and authority to negotiate or designate agents to negotiate all of the business transactions, all receipts and all disbursements, for any such additional departments, associations, institutions, schools, mission stations, programs, and/or any and all such other vehicles established or instituted by this corporation for the purposes for which the corporation was formed.

(k) The corporation shall be a sovereign body; and the regulation of the internal affairs of the corporation shall be governed by the provisions of the By-laws of the corporation, to the extent they are not inconsistent with these Articles.

ARTICLE VI

Membership

There shall be no members of the corporation, except for the Trustees (Directors). All trustees of this corporation now in good and regular standing, and such other members of the Board as the board of trustees may from time to time admit to membership by majority vote, shall be members of this corporation.

Article VII

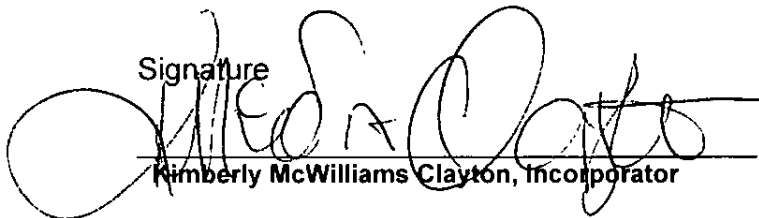
Incorporator

The name and address of the incorporator of this corporation is as follows:

Kimberly McWilliams Clayton
5122 Johnson Creek Dr.
Jacksonville, FL 32218

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these Articles of Incorporation, this 9th day of December, 2016.

Signature



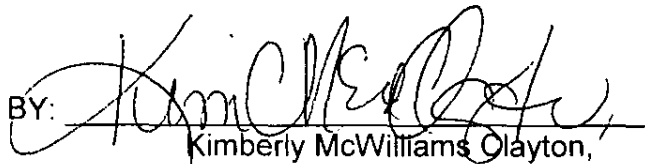
Kimberly McWilliams Clayton, Incorporator

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

Pursuant to Section 617.0501, Florida Statutes, JAMES E. MCWILLIAMS JR. FOUNDATION, INC., hereby designates Kimberly McWilliams Clayton, as its registered agent; and the street address of its registered office for service of process within the state of Florida is 5122 Johnson Creek Dr., Jacksonville, FL 32218, which is the address of the registered agent.

JAMES E. MCWILLIAMS JR. FOUNDATION, INC.

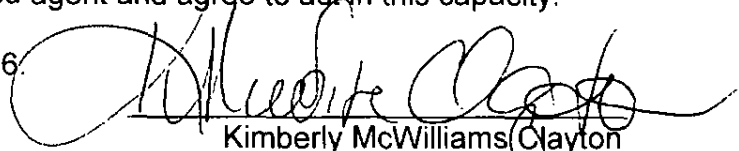
Dated: December 9, 2016.

BY: 
Kimberly McWilliams Clayton,
Incorporator

ACCEPTANCE OF DESIGNATION

Having been named as registered agent to accept service of process for the above-stated corporation (JAMES E. MCWILLIAMS JR. FOUNDATION, INC.) at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated: December 9, 2016.


Kimberly McWilliams Clayton

Sworn to and subscribed
before me this 9th day of
December, 2016, by
Kimberly McWilliams Clayton,
who is personally known to me YES
(yes or no) or who produced ID
as follows: N/A


Notary Public, State of Florida

Name of Notary:

My Commission Expires: 8/30/2020

My Commission No.:

962792

