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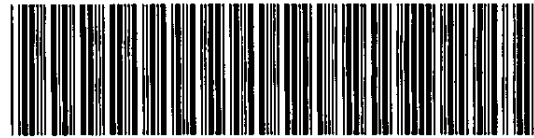
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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE - P.O. BOX 6327  
Division of Corporations

December 13, 2016

MS. LINDA BARNEY

~~P.O. BOX 6327~~ 2664 Vernon Street  
JACKSONVILLE, FL 32209 32209

SUBJECT: MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC.  
Ref. Number: W16000083225

We have received your document for MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

A post office box is not an acceptable address for the registered agent.

The designation of the registered agent must be at a Florida street address.

Please return 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.

Nadira D McClees-Sams  
Regulatory Specialist II

Letter Number: 716A00026422

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

SUBJECT: Marie Barney Boston Scholarship Foundation, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Ms. Linda Barney  
Name (Printed or typed)

PO BOX 66073  
Address

Jacksonville FL 32208  
City, State & Zip

945-323-3725  
Daytime Telephone number

BBOSTONHUD @AOL.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

## ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S., (Not for Profit)

**Marie Barney Boston Scholarship Foundation, Inc.**

FILED

DEC 12 PM 5:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I NAME

The name of the corporation shall be: **Marie Barney Boston Scholarship Foundation, Inc.**

### ARTICLE II PRINCIPAL OFFICE

Principal street address: 1965 Rowe Avenue  
Jacksonville, FL 32208

Mailing Address: P.O. BOX 66073  
JACKSONVILLE, FL 32208

### ARTICLE III PURPOSE

The purpose for which this nonprofit corporation is organized is to provide educational, scholarship and leadership development services. Marie Barney Boston Foundation, Inc. is an organization comprised primarily of staff, volunteers, drivers, educators and mentors whose mission is to foster improvements in Education, Learning and Enrichment for disadvantaged children/youths and the vitality of the Leadership Development for everyone. Marie Barney Boston Foundation, Inc. provides nonprofit non educational, leadership and scholarship services, to assistance to disadvantage youths and young adults especially seniors, disabled, at-risk communities, economically and socially disadvantaged individuals as well as charity organizations throughout the states through its volunteer, scholarships, referrals and support services.

Marie Barney Boston Foundation, Inc. will engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code.

Said organization will engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code. This corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes including, for such purposes, the making of distribution to 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, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law. The purposes for which this corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

### ARTICLE IV QUALIFICATION OF MEMBERS AND MEMBERSHIP

The corporation shall have no members.

### ARTICLE V NON PROFIT ORGANIZATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 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 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

## Article VI MANNER OF ELECTION

The manner in which the directors are elected, appointed and responsibilities:

A. Duties: The Board of Directors has charge of all matters pertaining to the documents of legal organization and incorporation, risk management, and physical and financial affairs of the organization. The Board of Directors is also be responsible for collecting and disbursing funds, keeping adequate organization records, and making timely reports to the organization. The Board of Directors appoints committees or individuals to be responsible for all matters pertaining to the maintenance and usage, and subject to the approval of a organizational meeting, the acquisition and disposal of organization real property. Board members also count the donations, and monies exchanged at special events.

B. Qualifications: According to our organizational by-laws (Standard Operating Procedures), members of the Board of Directors must be The Executive Director is seeking additional skills and gifts, referred to above.

C. Meetings: The Board meets once every quarter on the second Tuesday of that month. In addition, the Board members are expected to participate in Board retreats and organization meetings and forums. Board members are encouraged to be active members of the organization, participating in organization events and functions throughout the year.

D. Terms: The positions for which we are conducting elections are staggered to minimize Board turnover. The Executive Director shall appoint or the Board of Directors, in Executive Directors absence, will elect one director to serve for full three-year terms, one person to serve the remainder of a two-year term, and Executive Director will serve for (35) thirty-five years term. The length of service for those elected will depend on how many votes they receive in the election, with those who receive more votes serving the longer terms.

## ARTICLE VII. INITIAL OFFICERS AND/OR DIRECTORS

The corporation shall have (2-5) directors. The number of directors shall be prescribed in the bylaws from time to time. The names and addresses of the directors who shall initially serve are as follows:

Frank Eggleston      Executive Director  
PO Box 66073      1004 Chadwick Street  
Jacksonville, FL 32208      Pensacola, Fla  
32503

Brenda Boston Hudson      Vice Director  
PO Box 66073  
Jacksonville, FL 32208

Linda Barney      Director  
PO Box 66073      2664 Vernon St.  
Jacksonville, FL 32208      Jax, Fla. 32209

1965 Rowe Avenue  
Jacksonville, Fla. 32208

Keith Barney      Secretary  
PO Box 66073      8051 Denham Rd  
Jacksonville, FL 32208      Jax, Fla. 32208

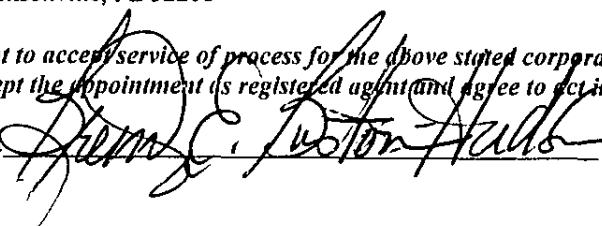
## ARTICLE VIII REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: ~~Brenda Barney~~ Brenda Boston Hudson  
Address: 1965 Rowe Avenue      Jacksonville, FL 32208

Having been named as registered agent to accept service of process for the above stated corporation 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

Required Signature of Registered Agent

 Date 12/01/2016

## **ARTICLE VIII.**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

## **ARTICLE X BYLAWS**

The first Bylaws of the corporation shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by such Bylaws.

## **ARTICLE XI DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so 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 XII Conflicts of Interest**

For Directors and Officers and Members of a Committee with Board Delegated Powers

### **Purpose**

1. The purpose of this Board conflict of interest policy is to protect Marie Barney Boston Scholarship Foundation, Inc.'s interests when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC. or might result in a possible excess benefit transaction.
2. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.
3. This policy is also intended to identify "independent" directors.

### **Definitions**

1. Interested person -- Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial interest -- A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC. has a transaction or arrangement,
  - b. A compensation arrangement with MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC. or with any entity or individual with which MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC. has a transaction or arrangement, or
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC. is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial

2 interest may have a conflict of interest only if the Board or Executive Committee decides that a conflict of interest exists, in accordance with this policy.

3. Independent Director -- A director shall be considered "independent" for the purposes of this policy if he or she is "independent" as defined in the instructions for the IRS 990 form or, until such definition is available, the director --

- a. is not, and has not been for a period of at least three years, an employee of MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC. or any entity in which MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC. has a financial interest;
- b. does not directly or indirectly have a significant business relationship with MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC., which might affect independence in decision-making;
- c. is not employed as an executive of another corporation where any of MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC.'s executive officers or employees serve on that corporation's compensation committee; and
- d. does not have an immediate family member who is an executive officer or employee of MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC. or who holds a position that has a significant financial relationship with MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC.

### **Procedures**

1. Duty to Disclose -- In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.
2. Recusal of Self -- Any director may recuse himself or herself at any time from involvement in any decision or discussion in which the director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
3. Determining Whether a Conflict of Interest Exists -- After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists.
4. Procedures for Addressing the Conflict of Interest
  - a. An interested person may make a presentation at the Board or Executive Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - b. The Chairperson of the Board or Executive Committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - c. After exercising due diligence, the Board or Executive Committee shall determine whether MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC. can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or Executive Committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC.'s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**5. Violations of the Conflicts of Interest Policy**

a. If the Board or Executive Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or Executive Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Records of Proceedings**

The minutes of the Board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or Executive Committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Compensation**

a. A voting member of the Board who receives compensation, directly or indirectly, from MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC. for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC. for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC., either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Annual Statements**

1. Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflict of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC. is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

2. Each voting member of the Board shall annually sign a statement which declares whether such person is an independent director.

3. If at any time during the year, the information in the annual statement changes materially, the director shall disclose such changes and revise the annual disclosure form.

4. The Executive Committee shall regularly and consistently monitor and enforce compliance with this policy by reviewing annual statements and taking such other actions as are necessary for effective oversight.

**Periodic Reviews**

To ensure MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC. operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information (if reasonably available), and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations, if any, conform to MARIE BARNEY BOSTON SCHOLARSHIP FOUNDATION, INC.'s written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.

**ARTICLE XIII INCORPORATOR**

The name and address of the Incorporator is:

Name: Linda Barney Address: 1965 Rowe Avenue Jacksonville, FL 32208

\* Signature Linda Barney Date 12/01/2016

**ARTICLE XIV AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by statute or in the following manner:

Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a membership meeting for which due notice of the proposed amendment was given, by affirmative vote of a quorum of the members present.

Provided, however, that no amendment shall make any changes in the qualifications for membership nor voting rights of members without approval in writing by all members

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Signature [Signature]

12/01/2016  
Date