

**N1800000 2867**

Florida Department of State  
Division of Corporations  
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From:

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FLORIDA PROFIT/NON PROFIT CORPORATION  
Rosa Verde Foundation, Inc.

Certificate of Status	0
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MAR 16 2018

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CLERK OF STATE  
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATION  
OF  
ROSA VERDE FOUNDATION, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporations Act hereby adopts the following Articles of Incorporation.

ARTICLE I-NAME

The name of this Corporation is ROSA VERDE FOUNDATION, INC.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal place of business of this Corporation shall be 2600 N. Davis Hwy., Pensacola, Florida 32513, and the mailing address of the initial principal place of business shall be P.O. Box 2403, Pensacola, Florida 32513.

ARTICLE III-PURPOSES

**Statement of Purposes.** The Corporation is organized and shall be operated on a not-for-profit basis and exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or in accordance with any corresponding provision of any future United States Internal Revenue Law and the regulations thereunder. The corporation shall have perpetual existence. The specific purposes for which the Corporation is organized are:

- (a) To enable the educational advancement of individuals by and through the providing of one (1) or more scholarships pursuant to an approved plan to assist financially needy students in the Pensacola, Florida area and the surrounding geographical areas;
- (b) To attract support for and to receive grants, contributions, donations and gifts to be used to further these corporate purposes and the purposes of any not-for-profit and federally tax-exempt organization which is affiliated with the Corporation;
- (c) To promote, by distribution, donation, or loan, the interests of any not-for-profit and federally tax-exempt organization which is affiliated with the Corporation and which furthers the purposes of the Corporation, the purposes of which are not inconsistent with those of the Corporation;

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- (d) To buy, own, sell, exchange, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the not-for-profit mission of the Corporation;
- (e) To contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes;
- (f) To operate exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the IRC in the course of which operation:
  - 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its managers, officers, or other 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 of the Corporation;
  - 2. 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 except as authorized under the Code; and
- (g) Notwithstanding any other provisions 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 IRC, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the IRC;
- (h) To operate without regard to race, age, sex, religion or national origin;
- (i) To make distributions to organizations described in Code Sections 170(c), 2055(a) and 2522(a), as amended; and
- (j) To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

#### ARTICLE IV - POWERS

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The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of such Code.

#### ARTICLE V - DISSOLUTION ON LIQUIDATION

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

#### ARTICLE VI-REGISTERED AGENT AND ADDRESS

The name of the registered agent of the corporation is Sheree Triplett Roberts. The address of this registered agent is 2600 N. Davis Hwy., Pensacola, Florida 32513. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

#### ARTICLE VII-INDEMNIFICATION

Directors, and officers of this Corporation shall, and employees and agents may, be indemnified to the fullest extent permitted by Florida law.

#### ARTICLE IX- DIRECTORS

9.1 Directors. The business and affairs of this Corporation shall be managed and conducted by its Board of Directors. The number, qualifications, selection, and terms of office of the members of the Board of Directors shall be in accordance with the Bylaws of the Corporation. The current Directors are:

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Sheree Triplett Roberts, President  
1945 Larkspur Circle  
Pensacola, FL 32534

Carla Scott Jones, Second Vice President  
290 Tree Swallow Drive  
Pensacola, FL 32503

Melia Adams, Assistant Secretary  
7027 Rampart Way  
Pensacola, FL 32505

Ruby Jackson, Treasurer  
2957 Albatross Drive  
Navarre, FL 32566

Jennifer Kennedy, Financial Secretary  
1381 Long Branch Drive  
Cantonment, FL 32533

Nettie Eaton, Parliamentarian  
2000 Cameron Drive  
Pensacola, FL 32505

- Tai Knight, Membership Chair  
259 NW Ventura Circle  
Ft. Walton Beach, FL 32548

Gloria Clay, Chaplain  
4545 Balmoral Drive  
Pensacola, FL 32504

Shirley Henderson, Courtesies Chair  
5164 Zachary Blvd.  
Pensacola, FL 32526

Mamie Webb Hixon, Historian/Archivist  
3075 N. 10<sup>th</sup> Avenue  
Pensacola, FL 32503

Charmere Gatson, First Vice President  
P.O. Box 17916  
Pensacola, FL 32522

Tanesha Philpot, Recording Secretary  
P.O. Box 620421  
Orlando, FL 32862

Cheryl Knight, Corresponding Secretary  
259 NW Ventura Circle  
Ft. Walton Beach, FL 32548

Erica Mack, Assistant Treasurer  
2199 Waltham Street  
Pensacola, FL 32505

Angela Cola, Assistant Financial Secretary  
9217 Woodrun Court  
Pensacola, FL 32514

Carlyn James, Public Relations Chairman  
P.O. Box 293  
Cantonment, FL 32533

Frances Gray, Sergeant-at-Arms  
1449 Chippendale Road  
Cantonment, FL 32533

Ophelia Ray, Musician  
3418 W. Scott Street  
Pensacola, FL 32505

Latasha McGruder, Graduate Advisor  
6 Gentian Drive  
Pensacola, FL 32503

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ARTICLE X-PROPERTY HELD FOR CHARITABLE PURPOSES

The property of the Corporation is irrevocably dedicated for charitable purposes and no part of the net income or assets of the Corporation will ever inure to the benefit of any Director, officer or member of the Corporation, or to the benefit of any private individual.


ARTICLE XI-BYLAWS

The directors of the Corporation shall adopt Bylaws for this Corporation and the Board of Directors from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by unanimous written consent of all of the members of the Board of Directors.

ARTICLE XII-AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of February, 2018.

  
SHEREE TRIPLETT ROBERTS,  
Incorporator

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ACCEPTANCE OF DESIGNATION AS  
REGISTERED AGENT OF  
ROSA VERDE FOUNDATION, INC.

Having been named as registered agent and to accept service of process for the ROSA VERDE FOUNDATION, INC., at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

  
SHEREE TRIPLETT ROBERTS

Date Feb. 22, 2018

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**BEGGS & LANE** RLLP  
ATTORNEYS and COUNSELLORS at LAW  
SINCE 1883

501 COMMENCEMENT STREET  
PENSACOLA, FLORIDA 32501-2950  
TELEPHONE (850) 432-2451  
FAX (850) 469-3331

E. DIXIE BEGGS  
1905 - 2001

BERT H. LANE  
1917 - 1981

March 16, 2018

FOR IMMEDIATE DELIVERY AND ATTENTION:

TO	COMPANY	FACSIMILE NO.:
ATTENTION: NADIRA	Florida Division of Corporations	850-245-6804
SENDER: Angie Cutts, Assistant to Robert L. Jones, III		Original will not follow by Mail
		TOTAL PAGES (including cover sheet) 11
Fax Audit Number: (((H18000077618))) Rosa Verde Foundation, Inc.		
Reference #W18000023483		
<p>We are refaxing the attached Articles of Organization for Rosa Verde Foundation, Inc. along with your rejection letter dated March 12, 2018. I am also including our original fax cover sheet dated March 9 and our fax cover sheet from our second attempt on March 12. Your website still shows the articles have not been filed. This will serve as our third attempt in filing these Articles. We would appreciate your filing the articles with the effective date of March 9 which was the original date they were faxed to you. Should you have any questions, please contact me at (<a href="mailto:amc@beggslane.com">amc@beggslane.com</a>) or 850-432-2451. Thank you.</p>		

.....  
IF YOU EXPERIENCE ANY PROBLEMS WITH THIS TRANSMISSION, PLEASE  
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CALL THE RECEPTIONIST AT (850) 432-2451. Office Hours: 8:30a.m. - 5:00p.m. CDT  
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 12, 2018

BEGGS & LANE

SUBJECT: ROSA VERDE FOUNDATION, INC.  
REF: W18000023483

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

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Nadira D McClees-Sams  
Regulatory Specialist II

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March 12, 2018

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Division of Corporations

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