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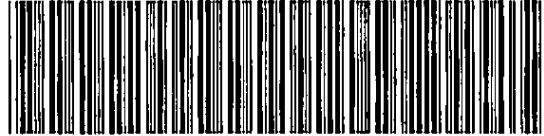
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D O'KEEFE

MAR 19 2018

COVER LETTER

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

SUBJECT: The Sam Shaw Scholarship Fund 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: Stephen Schramm

Name (Printed or typed)

1000 SE Monterey Commons Blvd., Ste. 101

Address

Stuart, FL 34996

City, State & Zip

772-287-4110

Daytime Telephone number

sschramm@hbkswealth.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
OF
THE SAM SHAW SCHOLARSHIP FUND INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-for-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation.

**ARTICLE 1
NAME**

The name of the corporation is as follows: **The Sam Shaw Scholarship Fund Inc.**

**ARTICLE 2
ADDRESS**

The address of the principal office and the mailing address of the corporation is:

c/o HBK
1000 SE Monterey Commons Blvd.
Suite 101
Stuart, FL 34996

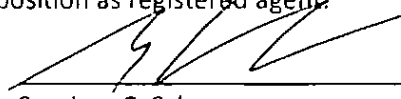
**ARTICLE 3
INITIAL REGISTERED AGENT**

The name and address of the initial registered agent for the corporation is:

Stephen C. Schramm
c/o HBK
1000 SE Monterey Commons Blvd.
Suite 101
Stuart, FL 34996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned person, having been named as registered agent and appointed to accept service of process for the above-stated corporation at the place designated in this statement, 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 I am familiar with and accept the obligations of my position as registered agent.


Stephen C. Schramm 3/5/18
(Date)

**ARTICLE 4
NO MEMBERS**

The corporation shall not have members, and shall not issue membership certificates. The corporation shall not issue shares of stock.

**ARTICLE 5
NOT-FOR-PROFIT**

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under Sec. 501(c)(3), of the Internal Revenue Code (hereinafter referred to as "IRC"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Sec. 501(c)(3), IRC.

**ARTICLE 6
DURATION**

The duration (term) of the corporation is perpetual.

**ARTICLE 7
PURPOSES**

The corporation is organized, and shall be operated exclusively for charitable and educational purposes, including but not limited to:

- (a) Said 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.
- (b) The specific and primary purpose for which this corporation is created is to sponsor promotions, raise funds, request and receive grants, gifts, contributions, and bequests of money, real and personal property; or acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value or other property, real or personal; and make expenditures and distributions to students or educational institutions to support their academic programs.

**ARTICLE 8
POWERS**

Solely for the above purposes, the corporation shall have the following powers:

- (a) To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution,

- purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.
- (b) To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to the Florida Not-for-Profit Corporation Act.
- (c) To do any other things as are incidental to the powers of the corporation, or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE 9 LIMITATION

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers. However, 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 7 (Purposes) of these Articles.

ARTICLE 10 TAX-EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation Sec. 501(a), IRC, as an organization described in Sec. 501(c)(3), IRC, and which is other than a private foundation as defined in Sec. 509, IRC. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Sec. 501(c)(3), IRC. All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 11 DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in Sec. 170(c)(1) or Sec. 170(c)(2)(B), IRC and is described in Sec. 509(a)(1), (2) or (3), IRC.

**ARTICLE 12
BOARD OF DIRECTORS**

- (a) There shall be a board of directors consisting of not less than three (3) individuals.
- (b) The name and addresses of the initial directors are:
 - a. Stephen Shaw, 733 SE Michael Court, Stuart, FL 34996
 - b. Maura Shaw, 733 SE Michael Court, Stuart, FL 34996
 - c. Thomas J. Shaw, 733 SE Michael Court, Stuart, FL 34996
 - d. Connor Shaw, 733 SE Michael Court, Stuart, FL 34996
- (c) The initial directors shall serve until the first annual meeting scheduled for March 15, 2019. After that, directors shall serve one-year terms that conclude at the conclusion of the annual meeting. Directors may serve multiple terms without limitation. The then current members of the board of directors shall elect, by majority vote, at each annual meeting, the board of directors for the next term, which shall commence at the conclusion of the annual meeting.

Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The number of directors, the terms of appointment, and manner of electing directors may be modified by a bylaw duly adopted pursuant to the bylaws of the corporation.

**ARTICLE 13
OFFICERS**

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board directors (and may be removed by majority vote of the board of directors) at such a time, and in such a manner, as may be prescribed by the bylaws or by law.

**ARTICLE 14
INCORPORATOR**

The name and street address of the incorporator is as follows:

Stephen C. Schramm
c/o HBK
1000 SE Monterey Commons Blvd.
Suite 101
Stuart, FL 34996

**ARTICLE 15
BYLAWS**

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

**ARTICLE 16
AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

**ARTICLE 17
INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY**

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

**ARTICLE 18
COMMENCEMENT OF CORPORATE EXISTENCE**

The date when corporate existence shall commence is the date of filing with the Florida Department of State.

The undersigned incorporator has signed these articles of incorporation on this 5TH day of March, 2018.



Stephen C. Schramm, Incorporator

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TALLAHASSEE, FLORIDA

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