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(City/State/Zip/Phone #)



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(Business Entity Name)

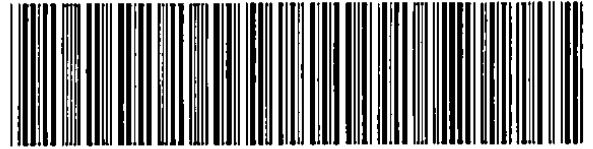
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19 SEP 21 PM 4:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2019 SEP 20 PM 1:46

SEP 23 2019

Brumley

# COVER LETTER

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

**SUBJECT:** DAYTONA STATE COLLEGE HOUSING CORPORATION  
(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:** Bryant Miller Olive P.A.  
\_\_\_\_\_  
Name (Printed or typed)

101 North Monroe Street, Suite 900  
\_\_\_\_\_  
Address

Tallahassee, FL 32301  
\_\_\_\_\_  
City, State & Zip

850-222-8611  
\_\_\_\_\_  
Daytime Telephone number

Brian.Babb@daytonastate.edu  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

FILED  
2019 SEP 20 PM 1:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FILED  
19 SEP 20 PM 1:15  
CLERK OF DISTRICT COURT  
JANUARY 1987

**ARTICLES OF INCORPORATION OF  
DAYTONA STATE COLLEGE HOUSING CORPORATION**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

**ARTICLE I – NAME**

The name of the corporation shall be: DAYTONA STATE COLLEGE HOUSING CORPORATION (the "Corporation").

**ARTICLE II – PURPOSES**

The Corporation is organized exclusively for charitable, religious, educational, and scientific 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 of 1986, as amended.

The Corporation will receive, hold, invest, and administer property and make expenditures to or for the exclusive benefit of Daytona State College. The Corporation shall be organized and operate as a "Florida College System institution direct-support organization" as defined in Section 1004.70, Florida Statutes, as may be amended or supplemented. The Corporation shall provide residential housing services and other services ancillary to residential housing to students of Daytona State College. The Corporation shall support the activities and educational purposes of the College by providing finance and investment-related assistance in connection with the development, financing, acquisition or construction of capital for residential housing, including management of financial institution relationships, investment of securities, and structuring of debt relating thereto. In general, the Corporation shall do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly educational and charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

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 distributing of statements) any political campaign on behalf of any candidate for public office. No part of the net earnings of

the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors 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 herein, including reimbursing actual expenditures in accordance with the laws of the State of Florida and the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

### **ARTICLE III – POWERS**

The Corporation shall have all the powers granted to not for profit corporation under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. Such powers include the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto, and the power to borrow money and pledge real or personal property as collateral, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

### **ARTICLE IV – MEMBERS**

This Corporation shall have no Members.

### **ARTICLE V – TERMS OF EXISTENCE**

This Corporation shall have perpetual existence.

### **ARTICLE VI – OFFICERS AND DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors and managed on a day-to-day basis by officers elected by a majority vote of the Board of Directors. Any member of the Board of Directors may serve as an officer of the Corporation. An officer of the Corporation may hold one or more offices with the Corporation simultaneously, except as prohibited by the Bylaws of the Corporation or the laws of the State of Florida or the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. The officers of the Corporation shall consist of a President, Secretary and Treasurer, or such other positions and in such number as specified in the Bylaws of the Corporation. Such other officers and assistant officers and agents (including but not limited to Assistant Secretaries

and Assistant Treasurers) as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. The number of officers, length of terms to be served, qualifications, manner of election and removal of officers shall be set forth in the Bylaws of this Corporation.

#### **ARTICLE VII – BOARD OF DIRECTORS**

The number of persons constituting the Board of Directors shall be three (3). One member of the Board of Directors shall be designated by the Chair of the Board of Trustees, one member shall be designated by the President of Daytona State College and the third shall be appointed by the other two directors. The names and addresses for the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name:</u>	<u>Address:</u>
Garry Lubi (designated by Chair)	Building 100, Suite 402 1200 W. International Speedway Blvd. Daytona Beach, Florida 32114
Julie Hewitt	Building 100, Suite 402 1200 W. International Speedway Blvd. Daytona Beach, Florida 32114
Eric D'Aquino (designated by President)	Building 100, Suite 402 1200 W. International Speedway Blvd. Daytona Beach, Florida 32114

The length of terms to be served, powers, qualifications, number of Directors and the manner of their election and removal shall be set forth in the Bylaws of this Corporation.

#### **ARTICLE VIII – BYLAWS**

The Bylaws of the Corporation shall be approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the Bylaws.

#### **ARTICLE IX – AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended in the manner provided by law and subject to the approval of the Board of Trustees.

## **ARTICLE X – DISSOLUTION**

In the event of the dissolution of the Corporation, the winding up of its affairs, the decertification of the Corporation as a direct support organization by the District Board of Trustees of Daytona State College, 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 the District Board of Trustees of Daytona State College. If that organization has ceased to exist, all assets remaining shall be transferred to such other organizations or organizations that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 as directed by the State Board of Education of the State of Florida, or the successor to the State Board of Education if such board no longer exists.

## **CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.

## **ARTICLE XI – REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation shall be:

Building 100, Suite 402  
1200 W. International Speedway Blvd.  
Daytona Beach, Florida 32114

The name of the registered agent of this Corporation shall be:

Kenneth Artin

## **ARTICLE XII – CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

Building 100, Suite 402  
1200 W. International Speedway Blvd.  
Daytona Beach, Florida 32114

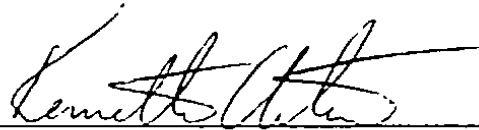
### ARTICLE XIII – INCORPORATOR

The following is the name and street address of the incorporator who signed the original Articles of Incorporation:

Kenneth Artin  
Bryant Miller Olive P.A.  
255 S. Orange Avenue, Suite 1350  
Orlando, FL 32801

Upon installation of the initial Board of Directors the Incorporator shall have no further obligations, rights, duties or powers.

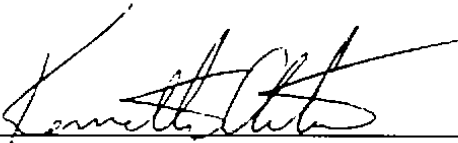
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 19th day of September, 2019.

  
\_\_\_\_\_  
Kenneth Artin, Incorporator

## CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of Daytona State College Housing Corporation, being familiar with the obligations of that position, I hereby accept and agree to act in this capacity.

Dated: September 19, 2019

By:   
Kenneth Artin, Incorporator