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LAW OFFICE OF
TIMOTHY C. SCHULER

7843 Seminole Boulevard
Seminole, Florida 34642

Board Certified
Real Estate Attorney

FILED

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PHONE (913) 398-0011
FAX (913) 397-9488 STATE
TALLAHASSEE, FLORIDA

February 12, 1996

Secretary of State
Division of Corporations
New Filing Section
P. O. Box 6327
Tallahassee, FL 32314

Re: The Bates Foundation, Inc.
TCS File No: 95-720

Dear Sir or Madam:

700001727007
-02/28/96--01090--004
*****70.00 *****70.00

Enclosed are duplicate executed Articles of Incorporation for the above-referenced corporation. Both Articles have been executed and acknowledged by the incorporators and Registered Agent in the same manner.

Please endorse your approval of the Articles and return one of the copies to me with the filing information. Our check in the amount of \$70.00 is also enclosed for filing and registered agent fees.

Sincerely,


Timothy C. Schuler

cc: David Bates
Enclosures

W96-3568

685
2287
611



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

February 16, 1996

TIMOTHY C. SCHULER, ESQUIRE
7843 SEMINOLE BOULEVARD
SEMINOLE, FL 34642

SUBJECT: THE BATES FOUNDATION, INC.
Ref. Number: W96000003568

We have received your document for THE BATES FOUNDATION, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The registered agent must sign accepting the designation.

The corporate fees are as follows:

CORPORATIONS FILING FEES

Profit and NonProfit
Florida & Foreign Corp.

Filing Fees	\$35.
Registered Agent	
Designation	\$35.
Certified Copy	\$52.50
Total Fee Due	\$122.50

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 (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 396A00006865

**ARTICLES OF INCORPORATION
OF
THE BATES FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators of a corporation not-for-profit, adopt the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapters 617 of the Florida Statutes.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation THE BATES FOUNDATION, INC. and its principal office or mailing address is 2165 - 13th Avenue SW, Largo, Florida 34640-4749.

ARTICLE 2: CORPORATE PURPOSE

The Corporation is organized and shall be operated exclusively for the following purposes:

- (a) To engage in activities which are exclusively for the advancement of religious, charitable, literary and/or educational purposes;
- (b) To provide a mechanism for funding and awarding scholarships to deserving students, with an emphasis on Christian service as a criteria.
- (c) To provide grants for programs of Christian psychological support and help for young persons in need.
- (d) To solicit and receive contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes referred to in Subparagraphs (a), (b) and (c) hereof;
- (e) To own and hold title to, invest and manage such real and personal property, tangible or intangible, as is contributed to the corporation, and to distribute the principal and income therefrom for the purposes referred to in Subparagraphs A and B hereof as limited by the provisions of Article 13 hereafter;
- (f) To possess all rights, privileges and immunities, and enjoy all the benefits and powers granted to corporations not-for-profit under the laws of the State of Florida, and the United States of America; and,
- (g) Notwithstanding the foregoing, and to supersede the same where in conflict, the general purposes for which this corporation is organized are exclusively

religious, charitable, 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 3: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

3.01 Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, 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 expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.02 Activities. 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 (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; or (ii) by corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); or (iii) by a corporation organized under Part I of Chapter 617 of the Florida Statutes.

ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles.

ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively for such purposes and to such entities as are authorized for corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, in the following order of preference, providing the Grantee qualifies under section 501(c)(3):

A. Clearwater 1st Church of the Nazarene, of Clearwater, Florida for

designation to its scholarship fund; or if it does not qualify or no longer is in existence, then to

B. The scholarship fund of the successor entity, if any, to the Clearwater 1st Church of the Nazarene, of Clearwater, Florida; and if none, then to

C. The Trevecca Nazarene College, for designation to its scholarship fund; or if it does not qualify or no longer is in existence, then to

D. The General Church of the Nazarene, of Kansas City, Missouri for designation to its scholarship fund; and if it does not qualify or fails to exists, then to

E. Any other entity selected by a unanimous decision of the Board of Directors, which entity is dully organized existing in and authorized as a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 6: MEMBERS

6.01 Eligibility. Membership shall be open to all natural persons over the age of 18 years who are interested in furthering the purposes of this Corporation as set forth in Article 2. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time, and may embrace the qualifications for active, inactive, honorary, sustaining and lifetime membership, and establish membership fees therefor.

6.02 Dues. Dues for the various classes of membership may be determined from time to time by the Board of Directors in the adoption of Bylaws and Amendments thereto.

6.03 Meeting. Membership meetings shall be held as scheduled and notice shall be given each member in advance of such meeting as determined by the Board of Directors in the adoption of Bylaws.

ARTICLE 7: SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation who constitute the founding members of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
David R. Bates	2165 - 13th Avenue SW Largo, FL 34640-4749
Sally G. Bates	2165 - 13th Avenue SW Largo, FL 34640-4749

Joseph R. Bates 2165 - 13th Avenue SW
Largo, FL 34640-4749

Charlotte F. Bates 2165 - 13th Avenue SW
Largo, FL 34640-4749

Ronda G. Smaridge 103 Orangeview Avenue
Clearwater, FL 34615

Ernest Lewis 1875 Nursery Road
Clearwater, FL 33424

ARTICLE 8: OFFICERS

8.01 Defined. The affairs of the Corporation shall be managed by a president, a vice president, a secretary and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws. Any two of the offices of Vice-President, Secretary or Treasurer may be combined in one person.

8.02 Election. Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

8.03 Initial. The names and addresses of the officers who are to serve until the first annual meeting of the Directors are:

<u>OFFICER</u>	<u>TITLE</u>	<u>ADDRESS</u>
David R. Bates	President	2165 - 13th Avenue SW Largo, FL 34640-4749
Sally G. Bates	Vice-President	2165 - 13th Avenue SW Largo, FL 34640-4749
Ronda G. Smaridge	Sec./Treas.	103 Orangeview Avenue Clearwater, FL 34615

8.04 Vacancies. Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

ARTICLE 9: BOARD OF DIRECTORS

9.01 Defined. The Corporation shall be governed by a Board of Directors each of whom shall be members of the Corporation and shall be elected by the membership in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

9.02 Term. Directors shall hold their offices for three years or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify.

9.03 Number. The number of Directors constituting the Initial Board of Directors are three (3) persons and the names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation and the election and qualification of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David R. Bates	2165 - 13th Avenue SW Largo, FL 34640-4749
Sally G. Bates	2165 - 13th Avenue SW Largo, FL 34640-4749
Ernest Lewis	1875 Nursery Road Clearwater, FL 33424

ARTICLE 10: ACCEPTANCE OF GIFTS, DEVICES AND BEQUESTS; APPLICATION THEREOF

10.01 The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

ARTICLE 11: ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a two-thirds vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE 12: AMENDMENT OF ARTICLES OF INCORPORATION

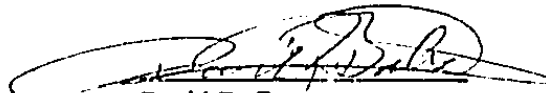
12.01 By Directors. Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each member not less than ten days prior to such meeting.

12.02 By Members. Amendments may be proposed by any member and may be considered at the annual or any regular meeting of the membership, provided that written notice of any such amendment or amendments shall be given in writing to all members at least ten days prior to the meeting at which such amendment or amendments is or are to be considered. An amendment shall be adopted by a two-thirds vote of the members voting, a quorum being present.

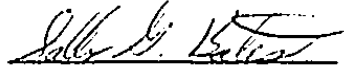
ARTICLE 13: REGISTERED AGENT

The Corporation's initial registered agent maintains an office at 7843 Seminole Blvd., Seminole, Florida 34642, and the registered agent thereat shall be Timothy C. Schuler.

IN WITNESS WHEREOF, the undersigned have (has) executed these Articles of Incorporation this 30th day of January, 1996.



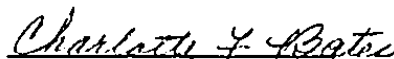
David R. Bates




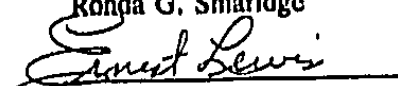
Sally G. Bates



Joseph R. Bates



Charlotte F. Bates


Ronda G. Smaridge

Ernest Louis
Lewis gcl

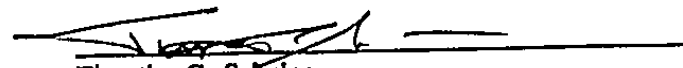
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INCORPORATORS

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 31st day of January, 1996.


Timothy C. Schuler
Registered Agent