

N 960000002761

TRANSMITTAL LETTER 96 MAY 17 PM 2:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

300001827293  
-05/17/96--01094--003  
\*\*\*\*\*70.75 \*\*\*\*\*70.75

SUBJECT: SMITH-WILLIAMS SERVICE CENTER 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  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy

FROM: Gloria J. Anderson  
Name (Printed or typed)

2295 Pasco Street  
Address

Tallahassee, Fl 32310  
City, State & Zip

(904) 891-6000  
Daytime Telephone number

PH  
5/23/96

**ARTICLES OF INCORPORATION**  
**OF**  
**SMITH-WILLIAMS SERVICE CENTER**  
**FOUNDATION, INC.**

**FILED**  
96 MAY 17 PM 2:30  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of this foundation shall be known as the **SMITH-WILLIAMS SERVICE CENTER FOUNDATION, INC.**, a non-profit corporation.

**ARTICLE II**

**Address**

The initial post office address of the principal office or place of business of said Foundation in the State of Florida is 2295 Pasco Street, Tallahassee, Florida 32310. The Board of Directors of said Foundation may from time to time move the principal place of business, office or headquarters to any other address in the City of Tallahassee.

### ARTICLE III

#### Purpose

The purpose for which the Foundation is organized is exclusively charitable, literary and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. In addition, this corporation exists to seek and accept grants, donations, funds, or gifts, from any source to assist in providing funds for the programs operated and approved by **THE SMITH-WILLIAMS SERVICE CENTER FOUNDATION, INC.**

### ARTICLE IV

#### Management of Corporate Affairs

The powers of this foundation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of not less than three (3) three directors. The number of directors herein provided for may be changed by the By-Laws duly adopted by a two-thirds (2/3) vote of the members entitled to vote. Directors shall be elected annually by a majority vote of the membership. To preserve continuity of the Board, the terms of office shall be staggered as set forth in the By-Laws. The board members shall

annually choose from among themselves a person to serve as Chairman of the Board.

## **ARTICLE V**

### **Powers**

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from the Federal Income tax, under Section 501 (c) (3), of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law and shall have all the powers granted by the laws of the State of Florida to corporations of the character of this corporation, and the enumeration of the foregoing powers shall not be construed as a limitation upon any powers granted by the laws of Florida.

## **ARTICLE VI**

### **Initial Registered Agent and Street Address**

The name and address of the corporation's initial registered agent is Gloria J. Anderson, 2295 Pasco Street, Tallahassee, Florida 32310.

## **ARTICLE VII**

### Incorporators

The undersigned constitute the initial incorporators of this corporation, for the purpose of establishing this foundation as a not for profit corporation under the laws of the State of Florida. The name and residences of the initial incorporators to these Articles of Incorporation are as follows:

<u>NAMES</u>	<u>ADDRESS</u>
(1) Deidre D. Powell	606 Campbell Street, Tallahassee, FL 32310
(2) Charles A. Cyrus, Sr.	520 Campbell Street, Tallahassee, FL 32310
(3) Elizabeth C. McCorvey	2101 Wakulla Street, Tallahassee, FL 32310
(4) Queen E. Bruton	111 Lincoln Street, Tallahassee, FL 32301

### **ARTICLE VIII**

#### Officers

The officers of this foundation shall be president, vice-president, secretary and treasurer. Other offices and officers may be established or appointed by the Board of Directors at any regular or special meeting. The qualification, time and manner of appointing, duties, compensation if any, and

the manner of removing officers shall be as set forth in the By-Laws of the foundation.

## **ARTICLE IX**

### **By-Laws**

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors, or as soon thereafter as practicable. Such By-Laws may be amended or repealed, in whole or in part, in the manner provided therein. The By-Laws and any amendments thereto shall be binding on all members of the foundation.

## **ARTICLE X**

### **Amendment to Articles**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3) of the members of the foundation.

## **ARTICLE XI**

### **Term of Existence**

The Term of Existence of this foundation shall be perpetual.

## **ARTICLE XII**

### **Distribution Of Assets Upon Dissolution**

No person, firm or corporation shall receive any dividends or profits from the undertaking of this corporation. In the event of dissolution, the residual assets of the corporation shall be turned over to one or more organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purposes, and none of the assets will be distributed to any member, director, officer or trustee of this corporation.

The undersigned incorporator has executed these Articles of  
Incorporation this 16<sup>th</sup> day of May, 1996.

Signature of Incorporator:

A handwritten signature in cursive script, reading "Queen E. Bruton", written over a horizontal line.

Queen E. Bruton  
111 Lincoln Street  
Tallahassee, FL 32301



FILED

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

96 MAY 17 PM 2:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE  
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

SMITH-WILLIAMS SERVICE CENTER FOUNDATION, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

Gloria J. Anderson

(NAME)

2295 Pasco Street

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, FL 32310

(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 I am familiar with and accept the obligations of my position as registered agent.*

Gloria J. Anderson  
(SIGNATURE)

May 16, 1996  
(DATE)