

N96000003193

2495 N.W. 55th Terrace
Miami, Florida 33142

May 30, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RECEIVED
JUN 13 1996
TALLAHASSEE, FLORIDA

Re: JAMES W. EVERETT, SR., FOUNDATION, INC.

Dear Sir/Madam:

Enclosed is original and one copy of the Articles of Incorporation for the above-named corporation. Please file the original for record and return a certified copy to my attention. My check in the sum of \$122.50 is enclosed to cover the cost of same.

Thank you for your prompt attention to this matter.

Very truly yours,


ALICE H. EVERETT

Encls.

PMC
6/6/96

~~WJB-1208~~

FILED
JUN 13 1996
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 6, 1996

ALICE H. EVERETT
2495 N.W. 55TH TERRACE
MIAMI, FL 33142

SUBJECT: JAMES W. EVERETT, SR. SCHOLARSHIP FOUNDATION, INC.
Ref. Number: W96000012021

We have received your document for JAMES W. EVERETT, SR. SCHOLARSHIP FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 596A00028351

**Articles of Incorporation
of the
James W. Everett, Sr. Scholarship Foundation, Inc.
A Florida Not For Profit Corporation**

FILED
96 JUN 13 AM 10:54
TALLAHASSEE, FLORIDA

I, Alice H. Everett, the Undersigned Incorporator, hereby form a corporation not for profit under the laws of the State of Florida; and in furtherance of that purpose recite as follows:

ARTICLE I.

CORPORATE NAME

The name of the corporation shall be the JAMES W. EVERETT, SR. SCHOLARSHIP FOUNDATION, INC.

ARTICLE II.

PRINCIPAL OFFICE; MAILING ADDRESS

The initial mailing address of the corporation, and the address of its principal office, is 2495 N.W. 55th Terrace, Miami, Florida 33142.

ARTICLE III.

PURPOSES

This Corporation will be organized and operated exclusively for the purpose of fund raising, including, for such purpose, the making of distributions to institutions that qualify as exempt organizations under section 501(c)(3) ("Qualifying Educational Institution") of the Internal Revenue Code of 1986, as from time to time amended, or the corresponding section of any future federal income tax code (hereinafter referred

to by "Code Sections" only). Primarily, the Corporation will conduct an annual golf tournament and other fund raising efforts to raise funds to provide scholarships for the advancement of higher education for qualified deserving individuals of black origin. The Corporation will contact various Qualifying Educational Institutions and discuss specific scholarship needs on no less than an annual basis. Once need is determined, the Corporation will fund scholarships at one or more Qualifying Educational Institutions. Payments will be made directly to the Qualifying Educational Institution on behalf of the qualified deserving individual of black origin. The class of persons entitled to receive scholarships shall be determined by the Corporation.

The foregoing purposes of the Foundation may be modified by the Directors, except as may be required to conform the language, and not the intent, of the Purposes to State or Federal law.

ARTICLE IV.

DURATION

The term of existence of the corporation is perpetual; and the corporate existence shall commence on the filing of these articles by the Department of State.

ARTICLE V.

MEMBERS

This Corporation shall have no members

ARTICLE VI.

BOARD OF DIRECTORS

The affairs of the corporation shall be managed under the direction of a board

of directors, which shall consist of not less than three (3) natural persons, who shall be of the age of majority, the exact number being as prescribed in the By-laws of the corporation. Directors shall be elected as provided in the By-laws.

ARTICLE VII.

REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the corporation, and the name of its registered agent at that address, are as follows:

REGISTERED OFFICE: c/o Alice H. Everett
2495 N.W. 55th Terrace
Miami, Florida 33142

ARTICLE VIII.

INCORPORATOR

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

Alice H. Everett
2495 N.W. 55th Terrace
Miami, Florida 33142

ARTICLE IX.

NON-STOCK BASIS

This corporation is organized upon a non-stock basis.

ARTICLE X.

INITIAL DIRECTORS

The names and addresses of the individuals who are to serve as the initial directors of the corporation are as follows:

Helen M. Everett
2495 N.W. 55th Terrace
Miami, Florida 33142

Paul J. Everett
19130 S. St. Andrews Drive
Hialeah, Florida 33015

James W. Everett, Jr.
2495 N.W. 55th Terrace
Miami, Florida 33142'

Alice H. Everett
19130 S. St. Andrews Drive
Hialeah, Florida 33015

ARTICLE XI.

OFFICERS

1. The Officers of the corporation shall consist of a President, Vice-President, Secretary and Treasurer and such other officers as the By-laws shall prescribe. All officers shall be elected by a majority vote of the Board of Directors at the Annual Meeting of the Board.

2. Each officer has the authority and shall perform the duties set forth in the by-laws or, to the extent consistent with the by-laws, the duties prescribed by the board of directors or by direction of any officer authorized by the by-laws or the board of directors to prescribe the duties of other officers.

3. The board of directors may remove any officer at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

ARTICLE XII.

NO PRIVATE INUREMENT

No part of the net earnings of the corporation shall inure to the benefit, of, or be distributable to its members, directors, 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 payments and distributions in furtherance of the purposes of Article III hereof. 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 or in opposition to 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 (a) by a corporation exempt from federal tax under Code Section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

ARTICLE XIII.

PROHIBITED ACTIVITIES

The activities of the corporation shall be limited in the following manner:

- 1 The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Code Section 4942.

2. The corporation will not engage in any act of self-dealing as defined in Code Section 4941(d), or
3. The corporation will not retain any excess business holdings as defined in Code Section 4943(c), or
4. The corporation will not make any investments in a manner that would subject it to tax under Code Section 4944, or corresponding provisions of any future federal tax code.
5. The corporation will not make any taxable expenditures as defined in Code Section 4945(d), or corresponding provisions of any future federal tax code.

ARTICLE XIV.

DISSOLUTION

1. The authority to dissolve the corporation shall be vested solely in the board of directors.
2. Dissolution of the corporation may be authorized at a meeting of the board of directors by a vote of two-thirds of the directors then in office; provided that no vote on corporate dissolution shall be valid at meetings where the board of directors shall be less than three due to a vacancy on the board.
3. The corporation will not retain any excess business holdings as defined in Code Section 4943(c), or

4. The corporation will not make any investments in a manner that would subject it to tax under Code Section 6944, or corresponding provisions of any future federal tax code.

5. The corporation will not make any taxable expenditures as defined in Code Section 4945(d), or corresponding provisions of any future federal tax code.

ARTICLE XV.

APPROVAL OF CERTAIN ACTIONS

The following actions may be taken at a meeting of the board of directors by a vote of two-thirds of the directors then in office; provided no vote shall be valid at meetings where the board of directors shall be less than three due to a vacancy on the board:

1. Merger, consolidation or transfer of substantially all the assets of the Corporation; or
2. Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or By-laws of the Corporation or adoption of new Articles of Incorporation.

In Witness Whereof, the undersigned incorporator, has hereunto set her hand and seal this 31 day of May, 1996.


ALICE H. EVERETT
Incorporator

ACKNOWLEDGMENT OF INCORPORATOR

FILED

STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

96 JUN 13 AM 10:54

STATE
TALLAHASSEE, FLORIDA

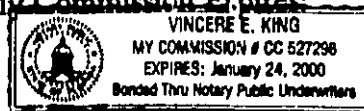
THEN PERSONALLY APPEARED BEFORE ME, an officer duly authorized to administer oaths and accept acknowledgments within the State of Florida, Alice H. Everett, who is personally known to me / Florida D/L as identification, did execute the foregoing Articles of Incorporation before me and did acknowledge such execution as her free act and deed before me.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Florida, this 31st day of May, 1996.

*FILED IN 80-866
2/11/2000*

[Signature]

Notary Public, State of Florida
My Commission Expires:



CERTIFICATE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above described corporation, at the place designated in these Articles of Incorporation, I hereby accept the Appointment as Registered Agent and agree to act in such capacity. I further agree to comply with all the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as Registered Agent.

[Signature: Alice H. Everett]

Alice H. Everett

5/31/96

Date