

N96000005625

TRANSMITTAL LETTER

FILED

assistance

96 OCT 30 PM 1:04

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Wyman Fields Foundation

700001989477--6
-10/29/96--01147--013
****131.25 ****131.25

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

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee
Certified Copy
& Certificate

FROM: Eric J. Birle, Incorporator

302 Morning Glory Drive

Lake Mary, Florida 32746

(407) 260-7139

*effective
10/10/25*

w96-23166

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

*XH
11-4-96*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 31, 1996

ERIC J. BIRLE
302 MORNING GLORY DRIVE
LAKE MARY, FL 32746

SUBJECT: WYMAN FIELDS FOUNDATION
Ref. Number: W96000023166

We have received your document for WYMAN FIELDS FOUNDATION and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 396A00050197

ARTICLES OF INCORPORATION
OF
WYMAN FIELDS FOUNDATION, Inc.

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96 OCT 30 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this corporation is WYMAN FIELDS FOUNDATION, Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III- PURPOSE

This corporation is organized for educational purposes, and for any transacting or all lawful business for which nonprofit corporations may be incorporated under Chapter 617, Florida Statutes.

ARTICLE IV- CAPITAL STOCK

This corporation is a non stock non profit organization.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation shall be:

302 Morning Glory Drive, Lake Mary, FL 32746

The name of the initial registered agent of this corporation at that address shall be:

Eric J. Birle

The street address of the corporate offices shall be:

528 Ridgeline Run, Longwood, Florida 32750

ARTICLE VI- INITIAL BOARD OF DIRECTORS AND OFFICERS

A. This corporation shall have ~~three (3)~~ ^{three (3)} directors initially. This number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than ~~three (3)~~ ^{three (3)}.

B. Subject to the provisions of Article III the business and other affairs of this Corporation shall be conducted and managed by the Board of Directors, consisting of not more than eight (8) elected members duly elected after incorporation has been established.

C. Each year a Nominating Committee, appointed by the initial Board members shall submit a slate of candidates, of whom five will be elected for a three year term. This slate of candidates shall be presented at a regular board meeting in the Fall. Election shall be held during the regular December board meeting at which time the highest number of votes being declared elected for a three year term. No director shall serve for more than two consecutive terms. After a period of one year they may be re-elected.

D. There shall be at least six regular monthly meetings of the Board of Directors, each year. Special

meetings may be called by the President at his or her discretion. Chairman or appointed staff shall notify all members of the Board at least 24 hours in advance of any special meeting.

E One-third (1/3) of the elected Board members then serving shall constitute a quorum of the Board at all meetings.

F Any vacancy on the Board of Directors occurring other than by expiration of a term, may be filled by a majority vote of the board in attendance at a regular Board meeting or at a special meeting called for the purpose of filling the vacancy.

G No member of the Board of Directors shall receive compensation for his service as a director, other than reimbursement for expense incurred in the performance of special services which he may perform as directed by the Board.

H. Unexcused absences from three consecutive regular meetings of the Board shall be cause for declaring any Director's position on the Board vacant. Failure to perform the duties of his office, or taking independent action contrary to the established policies of the Corporation shall be cause for declaring the member's position vacant. Such vacancies may only be declared vacant by a majority vote of the Board of Directors present and voting at a regularly called meeting of the Board.

OFFICERS OF THE CORPORATION

The officers of the Corporation shall consist of a President, Vice-President, Secretary and a Treasurer. They shall be elected from and by members of the Board of Directors and shall hold office until their successors are elected and take office in January of the following year. If elected, additional terms of office are permitted.

At the December meeting, a President, Vice-President, Secretary, and a treasurer will be elected by the Board of Directors and installed. These officers will serve for one year. Any vacancy occurring among the officers shall be filled by a majority of the Board of Directors present and voting at any regular or special meeting. In the absence of the President, the Vice-President shall serve as President should both the President and Vice-President be absent, the Secretary shall serve. The officers shall comprise the Executive Committee of the Board and shall act for the Board between meetings.

I. The names and addresses of the initial director and officers of this corporation are as follows:

| <u>Name</u> | <u>Address</u> | <u>Office</u> |
|---------------|---------------------------------------------|----------------------|
| Barry Kilgore | 656 Seminole Ave Longwood, Florida 32750 | President/Treasurer |
| Judy Kilgore | 656 Seminole Ave Longwood, Florida 32750 | Vice Pres./Secretary |

ARTICLE VII - INCORPORATOR

Name

Eric J. Birle

Address

302 Morning Glory Drive, Lake Mary, Florida 32746

ARTICLE VIII - BY - LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon its Board of Directors is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of October.

Eric Birle

Eric J. Birle

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME the undersigned authority, personally appeared Eric J. Birle, know to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally know to me or was identified by me as follows: personally know. She did not take an oath prior to executing this instrument.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of October, 1996.



"OFFICIAL SEAL"

Carol H. Bogue

My Commission Expires 11/15/97
Commission #CC 330469

Carol H Bogue

Notary Public

My Commission Expires: 11-15-97

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617., 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: WYMAN FIELDS FOUNDATION, Inc. ^{CS}
2. The name and address of the registered agent and office is:

Eric J. Birle
302 Morning Glory Drive
Lake Mary, Florida 32746

Date: 10-25, 1996


Eric J. Birle, Subscriber

FILED
96 OCT 30 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OR 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. 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.

Date: 10-25, 1996


Eric J. Birle

Eric Burke **N96000005625**

Requestor's Name

328 Bridgeline Run

Address

Longwood, FL 32750 (407) 260 7407

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

000002221760--8
-06/24/97--01086--004
*****87.50 *****87.50

1. Wynnfield's Foundation, Inc.
(Corporation Name) (Document #)
2. Amend
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☒ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input checked="" type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|----------------------------------------|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|-------------------------------------|------------------|
| <input checked="" type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

RECEIVED
97 JUN 12 PM 12:50
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
97 JUN 12 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Wyman Fields Foundation, Inc

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

See Attached

SECOND: The date of adoption of the amendment(s) was: June 11, 1997

THIRD: Adoption of Amendment (CHECK ONE)

☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Wyman Fields Foundation, Inc.
Corporation Name

Eric Birle

Signature of Chairman, Vice Chairman, President or other officer

Eric Birle

Typed or printed name

Secretary/Treasurer

Title

June 12, 1997

Date

AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WYMAN FIELDS FOUNDATION, Inc.

ARTICLE III- PURPOSE

Wyman Fields Foundation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organization under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV- CAPITAL STOCK

This corporation is a non stock non profit organization. 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 payment and distributions in furtherance of the purposes set forth in Article Third 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 state ments) 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 income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or
- b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI- INITIAL BOARD OF DIRECTORS AND OFFICERS


- I. The names and addresses of the persons who are the initial trustees of the corporation are as follows:

| <u>Name</u> | <u>Address</u> | <u>Office</u> |
|------------------|-----------------------------------------------------|---------------------|
| J. B. Couch | 656 Seminole Ave Longwood, Florida 32750 | President |
| Michael D. Stieb | 2111 Anderson Street Covington, GA 30209 | Vice President |
| Eric J. Birle | 302 Morning Glory Drive Lake Mary, Florida 32746 | Secretary/Treasurer |

ARTICLE X - DISSOLUTION OF THE CORPORATION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Amendments to the Articles of Incorporation this 11th day of June, 1997.


Eric J. Birle

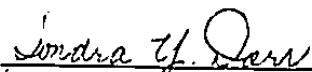
STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME the undersigned authority, personally appeared Eric J. Birle, know to me to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed the said instrument for the uses and purposes set forth therein. The subscriber is personally know to me or was identified by me as follows: personally know. She did not take an oath prior to executing this instrument. *Identification*

FL DR LIC

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of June, 1997.


Notary Public
My Commission Expires:

