

N98000005485

ROBERT FULTON  
201 W. Silver Star Road  
Ocoee, FL 34761  
407-656-5815

September 15, 1998

Florida Department of State  
Division of Corporations  
George Firestone Building  
409 E. Gaines Street (32399)  
P.O. Box 6327  
Tallahassee, FL 32301

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-09/21/98--01112--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: THE ALVIN LAWTON FOUNDATION, INC.

Gentlemen:

Please find enclosed one original and one copy of the Articles Of Incorporation for the above-referenced corporation. Please file the original and return a certified copy to me.

Also enclosed is my check for the amount of \$122.50, covering the fees and charges indicated below:

1. Articles Of Incorporation filing fee, \$35.00;
2. Certified copy of Articles Of Incorporation, \$52.50; and
3. Registered Agent Designation Filing Fee, \$35.00.

If the corporation name requested is not available, please call me immediately. Thank you for your assistance with this matter.

Sincerely yours,



Robert Fulton

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enclosures x 3

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ARTICLES OF INCORPORATION  
OF  
THE ALVIN LAWTON FOUNDATION, INC.  
(A Florida Nonprofit Corporation)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be The Alvin Lawton Foundation, Inc..

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation with the Florida Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of: to assist the young, impoverished, innocent and/or helpless to enjoy the spirit of Christmas, and to engage in any activity legal under the laws of the State of Florida and the United States of America necessary to accomplish this specific purpose.

ARTICLE IV. POWERS

This corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to corporations not for profit, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

ARTICLE V. MEMBERSHIP

Any person who agrees to be bound by these Articles Of Incorporation, the corporate Bylaws, and any rules and regulations which the Board Of Directors may from time to time adopt, who completes a membership application form and submits it to the Board Of Directors, and who pays the applicable dues, is eligible and qualified for membership in this corporation.

The corporate Bylaws may provide the Board Of Directors further discretionary powers relating to the admission of members.

Articles Of Incorporation Of The Alvin Lawton Foundation, Inc.

## **ARTICLE VI. MANAGEMENT**

The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board Of Directors.

Any action required or permitted to be taken by the Board Of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board Of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board Of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board Of Directors without a meeting, and that these Articles Of Incorporation authorize the Board Of Directors to so act. Such a statement shall be prima facia evidence of such authority.

## **ARTICLE VII. BOARD OF DIRECTORS**

This corporation's initial Board Of Directors shall have Three (3) directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than three (3).

The directors shall be elected annually by this corporation's members. The manner of the election of the directors shall be specified in the corporate Bylaws. The directors named herein, comprising the initial Board Of Directors, shall hold office until the election of directors at the first annual membership meeting.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Robert Fulton: 201 W. Silver Star Road, Ocoee, FL 34761;  
Jean Fulton: 314 Windford Court, winter Garden, FL 34787; and  
Rita A. Diesing: 15126 W. Colonial Drive, Apt. 102, Winter Garden, FL 34787.

## **ARTICLE VIII. OFFICERS**

The officers shall consist of a president, a vice president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board Of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein,

Articles Of Incorporation Of The Alvin Lawton Foundation, Inc.

comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	Robert Fulton
Vice President	Robert Fulton
Secretary	Robert Fulton
Treasurer	Robert Fulton

#### **ARTICLE IX. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 201 W. Silver Star Road, Ocoee, FL 34761.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Robert Fulton.

#### **ARTICLE XI. INCORPORATOR**

The name and residence address of each of the subscribers to these Articles Of Incorporation are:

Robert Fulton: 201 W. Silver Star Road, Ocoee, FL 34761;  
Jean Fulton: 314 Windford Court, Winter Garden, FL 34787; and  
Rita E. Diesing: 15126 W. Colonial Drive, Apt. 102, Winter Garden, FL 34787.

#### **ARTICLE XII. BYLAWS**

Corporate Bylaws will be hereinafter adopted by the Board Of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board Of Directors in the manner provided therein. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

Articles Of Incorporation Of The Alvin Lawton Foundation, Inc.

**ARTICLE XIII. SECTION 501(c)(3) PROVISION**

Said organization 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, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE XIV. AMENDMENT**

Amendments to these Articles Of Incorporation may be proposed by a resolution adopted by the Board Of Directors and presented to a quorum of this corporation's members for their vote. Such amendments may be adopted by a vote of one hundred percent (100%) of the quorum of this corporation's members.

The undersigned, constituting this corporation's designated registered agent and this corporation's incorporator, for the purpose of forming this nonprofit corporation under the laws of Florida, have executed these Articles Of Incorporation, on the dates indicated next to their signatures.

I, ROBERT FULTON, hereby accept my designation as resident agent and agree to serve as the resident agent of The Alvin Lawton Foundation, Inc.. I hereby state that I am familiar with and

Articles Of Incorporation Of The Alvin Lawton Foundation, Inc.

accept the duties and responsibilities as registered agent for the  
Alvin Lawton Foundation, Inc..

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Robert Fulton  
Registered Agent and Incorporator

State Of Florida  
County Of Orange

On 9/15/98, Robert Fulton, designated above  
as the individual who shall serve as the corporation's initial  
registered agent, and the individuals, designated above as the  
subscribers to these Articles Of Incorporation, all of whom are  
personally known to me, or produced Florida driver's licenses as  
identification, and all of whom personally appeared before me at  
the time of notarization, and, after being given the oath,  
acknowledged signing these Articles Of Incorporation Of The Alvin  
Lawton Foundation, Inc..

  
Notary Public

Stephen Gillespie  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

Articles Of Incorporation Of The Alvin Lawton Foundation, Inc.