

N48000006991

TRANSMITTAL LETTER

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

200002707832--6

-12/09/98--01101--005

122.50 **78.75

SUBJECT: Amanda's College Promise, 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

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

L. A. Fischer

Name (printed or typed)

PO Box 20607

Address

ST. Petersburg FL 33742-0607

City, State & Zip

727-577-6072

Daytime Telephone number

FILED
98 DEC -9 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

12/10/98
mm

ARTICLES OF INCORPORATION
OF
AMANDA'S COLLEGE PROMISE, INC.

(A Florida Nonprofit Corporation)

FILED
98 DEC -9 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Amanda's College Promise, 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 by the Treasurer. This corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

ARTICLE III. PURPOSE

This corporation is being formed for the primary purpose of providing post high school education scholarships for youth and young adults through the age of 26 years whose primary financial supporter has died of or has an Acquired Immune Deficiency Syndrome (AIDS) related illness, besides engaging in the transaction of any and all activities permitted under the laws of Florida and the United States Of America.

This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

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 nonprofit corporations, 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.

Articles Of Incorporation Of Amanda's College Promise, Inc.

However, this corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in the applicable sections of the Internal Revenue Code.

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, if any, 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.

Members, except for members of the Board of Directors, are not entitled to vote on amendments to the Articles of Incorporation or the Bylaws.

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.

Articles Of Incorporation Of Amanda's College Promise, Inc.

ARTICLE VII. BOARD OF DIRECTORS

This corporation's initial Board Of Directors shall have seven (7) 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 five (5).

The directors of this corporation must, at all times, be members of this corporation. Only a member of this corporation may serve as a director of this corporation.

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 their successors are duly qualified.

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

Sally J. Cushman, 6440 6th Ave. N., St. Petersburg, FL 33710
Rick Carson, 6363 Gulf Winds Dr., St. Pete Beach, FL 33706
Susan A. Canning, 131 63rd St. N., St. Petersburg, FL 33710
Lawrence A. Fischer, P.O. Box 20607, St. Petersburg, FL 33742
Ray Pranske, P. O. Box 13489, St. Petersburg, FL 33733-3489
John P. Dunne, 10833 70th Ave. N., Seminole, FL 33772
Kathleen L. Farrell, 316 21st Ave. N.E., St. Petersburg, FL 33704.

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, comprising the initial officers, shall hold office until the election of officers at the first annual Board Of Directors' meeting, or until their successors are elected and qualified.

Articles Of Incorporation Of Amanda's College Promise, Inc.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	Sally J. Cushman
Vice President	Rick Carson
Secretary	Susan A. Canning
Treasurer	Lawrence A. Fischer

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: 300 49th St. S., St. Petersburg, FL 33707

The name of the individual who shall serve as this corporation's initial registered agent is:

Sally J. Cushman
300 49th St. S.
St. Petersburg, FL 33707

ARTICLE XI. INCORPORATORS

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

Sally J. Cushman, 6440 6th Ave. N., St. Petersburg, FL 33710

Susan A. Canning, 131 63rd St. N., ST. Peterburg, FL 33710

Kathleen L. Farrell, 316 21st Ave. N.E., St. Petersburg, FL 33704

Articles Of Incorporation Of Amanda's College Promise, Inc.

ARTICLE XII. BYLAWS

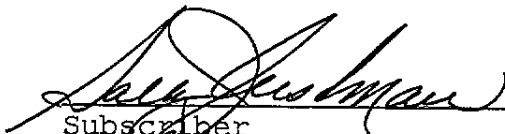
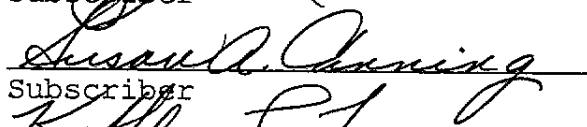

Corporate Bylaws will be hereinafter adopted by the Board Of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board Of Directors in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles Of Incorporation. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

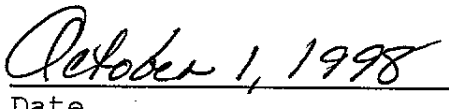
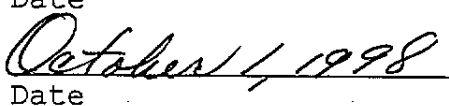
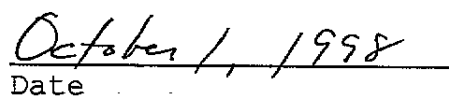
ARTICLE XIII. AMENDMENTS

Amendments to these Articles Of Incorporation may be adopted at a meeting of the Board of Directors by a two-thirds vote of the Board Of Directors then in office.

ARTICLE XIV. SUBSCRIBERS

This corporation's subscribers, 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.


Subscriber

Subscriber

Subscriber


Date

Date

Date

Articles Of Incorporation Of Amanda's College Promise, Inc.

98 DEC -9 PM 1:26
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I hereby accept my designation as resident agent and agree to serve as the resident agent of Amanda's College Promise, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Amanda's College Promise, Inc.

Sally J. Cushman
Sally J. Cushman - (Registered Agent)

State Of Florida
County Of Pinellas

On OCTOBER 1, 1998, Sally J. Cushman, 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 Amanda's College Promise, Inc.

Kathleen M. Heady
Notary Public

KATHLEEN M. HEADY
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)



Articles Of Incorporation Of Amanda's College Promise, Inc.