

N99000001912

LINDA O'STEEN  
Cooper, Byrne, Blue & Schwartz  
 Requestor's Name

P.O. Box 13651  
 Address

Tallahassee FL 32317 671-1111  
 City/State/Zip Phone #

Office Use Only

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

1. BIG RED, Inc. (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

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

FILED  
 99 MAR 26 PM 4:09  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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 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 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

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Dmc  
3/26/99

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 19, 1999

COOPER, BYRNE, BLUE & SCHWARTZ  
LINDA O'STEEN  
P.O. BOX 13651  
TALLAHASSEE, FL 32317

SUBJECT: BIG RED, INC.  
Ref. Number: W99000006636

We have received your document for BIG RED, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 999A00013737

RECEIVED  
99 MAR 26 PM 3:50

**ARTICLES OF INCORPORATION  
OF  
BIG RED, INC. OF TALLAHASSEE  
A FLORIDA NONPROFIT CORPORATION**

**FILED**  
99 MAR 26 PM 4:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation pursuant to Section 617 of the Not-for-Profit Corporation Law of the State of Florida, do hereby make, subscribe, and acknowledge these Articles of Incorporation, as follows:

**ARTICLE I  
NAME**

The name of the Corporation shall be BIG RED, INC. OF TALLAHASSEE

**ARTICLE II  
DURATION**

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

**ARTICLE III  
EXEMPT STATUS**

The Corporation is constituted so as to receive contributions directly or indirectly from members of or persons associated with the Leon High School Class of 1979, in order to organize and support class reunions and related events for the benefit of said alumni. It has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors or members; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services rendered by any persons (including, but not limited to, its officers, directors or members) and to make payments and distributions in furtherance of its purposes as set forth in Article IV hereof.

Notwithstanding any other provisions of these Articles of Incorporation, 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal

Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### **ARTICLE IV**

#### **NONPROFIT PURPOSE**

The purposes for which the Corporation is to be formed are the educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in this connection, operate in such a manner as to advance the purposes described in Article III above, and to do the following: (i) provide economic and other assistance to benefit other corporations, exempt or non-exempt, in the furtherance of the tax exempt purposes of this corporation, and to these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; (ii) to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgement of the directors, will best promote the purpose of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of the Corporation or any laws applicable thereto; and (iii) to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 617.0302 of the Not-for-Profit Corporation Law of Florida.

#### **ARTICLE V**

#### **SCOPE OF ACTIVITY**

The Corporation shall have the powers, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder as the same now exists or as they may be hereafter amended from time to time.

#### **ARTICLE VI**

#### **PROHIBITED ACTIVITIES**

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the

publication or distribution of statements), any political campaign on behalf of any candidate for public office.

**ARTICLE VII**  
**PLACE OF OPERATION**

The operations of the Corporation are to be conducted principally in Leon County, Florida, and in Jackson County, Florida. Its principal business office shall be located at 2719 Lucerne Drive, Tallahassee, Florida 32303.

**ARTICLE VIII**  
**ADDRESS FOR NOTICE**

The address to which the Secretary of State shall mail a copy of any notice required by law is 2719 Lucerne Drive, Tallahassee, Florida 32303.

**ARTICLE IX**  
**INCORPORATORS**

The name and place of residence of the incorporator of this Corporation is Charles L. Cooper, Jr., Post Office Box 13651, Tallahassee, Florida 32317-3651.

**ARTICLE X**  
**DIRECTORS**

There shall at all times be at least three (3) members of the initial Board of Directors of the Corporation. The number of directors may be increased or decreased (but not below three) from time to time in accordance with the Corporation's By-Laws. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
LeeAnne Walker	2719 Lucerne Drive Tallahassee, Florida 32303
Geoff Luebkeermann	1003 Altamont Drive Tallahassee, Florida 32312
Loreen Kollar	1253 Sedgefield Road Tallahassee, Florida 32311

Shirley Kerns

403 Nottingham Court  
Tallahassee, Florida 32312

## **ARTICLE XI** **ELECTION OF DIRECTORS/TERMS**

Directors of the Corporation shall be elected and shall in the manner provided by the Corporation's By-laws.

## **ARTICLE XII** **MEMBERSHIP**

The Corporation is to be organized upon a nonstock membership basis. Such memberships shall be nonredeemable, nontransferable, and nondividend bearing. Qualifications for membership and admission of new members shall be determined as set forth in the Corporation's By-laws. The initial members of the Corporation shall be the members of the Board of Directors.

## **ARTICLE XIII** **OFFICERS**

The officers of the Corporation shall be members of the Corporation, and shall consist of a President, Vice-President, and Secretary-Treasurer, and such other officers as may be provided in the By-Laws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-laws. The name and address of the initial officer of the Corporation is as follows: LeeAnne Walker, as President, Vice-President, and Secretary-Treasurer.

## **ARTICLE XIV** **DISSOLUTION AND DISTRIBUTION**

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the officers, directors, or members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the Not-for-Profit Corporation Law of Florida, shall be distributed as directed by the members of the Corporation among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, on no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate or public office; or to other

entities of the type which qualify for Federal Income Tax exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE XV**  
**AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation of the Corporation may be amended only upon majority vote approving such adoption by the Board of Directors of the Corporation.

**ARTICLE XVI**  
**INDEMNIFICATION**

The Corporation shall fully indemnify each Incorporator, Officer and Director of the Corporation, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida. The form and content of the indemnification shall be set forth in greater detail in the By-laws, but shall never be less than the full extent permitted by the laws of the State of Florida.

IN WITNESS WHEREOF, we have subscribed our names this 19<sup>th</sup> day of March, 1999.

  
Charles L. Cooper, Jr., Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

Acknowledged before me this 19<sup>th</sup> day of March, 1999, by Charles L. Cooper, Jr., who is personally known to me.

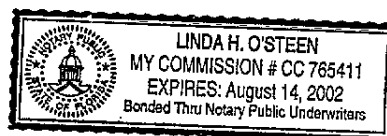
  
Print Name \_\_\_\_\_

NOTARY PUBLIC

My Commission Expires:

Commission No.:

I:\Big Red\Articles of Incorporation.wpd



**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

**99 MAR 26 PM 4:09**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Pursuant to the provisions of Section 607.0501, 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: **BIG RED, INC. OF TALLAHASSEE**
2. The name and address of the registered agent and office is:

LeeAnne Walker

(NAME)

2719 Lucerne Drive

(P.O. BOX NOT ACCEPTABLE)

Tallahassee, Florida 32308

(CITY/STATE/ZIP)

SIGNATURE




TITLE Incorporator

DATE

3-19-99

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.

SIGNATURE



DATE

3/18/99

REGISTERED AGENT FILING FEE: \$35.00