

N99000003137

TRANSMITTAL LETTER

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

800002877758--1  
-05/17/99--01126--012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: The Zela Silse Charitable Foundation, 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 of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Brian G. Philpot  
Name (Printed or typed)

P.O. Box 8229  
Address

Lakeland, FL 33802  
City, State & Zip

941-688-7575  
Daytime Telephone number

99 MAY 17 PM 2:04  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

T. SMITH MAY 20 1999

Articles of Incorporation  
of  
The Zela Silse Charitable Foundation, Inc.

The undersigned hereby makes, subscribes, acknowledges and file these Articles of incorporation for the purpose of becoming a corporation not for profit under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the corporation (hereinafter called "the Corporation") shall be:  
The Zela Silse Charitable Foundation, Inc.

ARTICLE II  
PURPOSES

(a) The Corporation shall be a Not-for-Profit corporation under Section 617, Florida Statutes. The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. As a means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to establish and maintain religious, educational, scientific and charitable activities and to take any other action that, from time to time, shall be deemed expedient to the Trustees of this corporation and which shall further the said purposes.

(b) It shall be within the purposes of this corporation to hold any property, or any undivided interest in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the trustees, will best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its trustees or officers except as permitted under the Not-for-Profit Corporation Law.

(c) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not retain any excess business holdings as defined in Section 4943(c)

99 MAY 17 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(h) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(i) Notwithstanding any other provision of this certificate, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may be amended.

(j) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

### *ARTICLE III OFFICE*

The office of the Corporation is to be located at 124 South Florida Avenue, City of Lakeland, Polk County, Florida.

### *ARTICLE IV TERRITORY*

The territory in which the operations of the Corporation are principally to be conducted is the United States of America, and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

### *ARTICLE V PERPETUAL EXISTENCE*

This corporation shall commence on the date of filing these Articles and shall thereafter have perpetual existence.

### *ARTICLE VI SUBSCRIBERS*

The name and post office address of the subscribers to this certificate of incorporation are:

Name	Address
Zela Silse	4221 Lake Marianna Dr. Winter Haven, FL 33881
Brian G. Philpot	P.O. Box 8229 Lakeland, FL 33802-8229

### *ARTICLE VII TRUSTEES*

The affairs of this corporation shall be managed by a Board of Trustees. The initial Board shall consist of five (5) members. The number of trustees may be increased as needed by the bylaws, however, the number of trustees shall not consist of less than three (3) members.

A quorum for the transaction of business shall be a majority of the trustees, and the act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the trustees. Subject to the bylaws of this corporation, meetings of the trustees may be held within or without the State of Florida. A majority of the Board may remove a director from office at any time with or without cause.

The names and addresses of the initial trustees until the first annual meeting of the Corporation are:

Name	Address
Zela Silse	4221 Lake Marianna Dr. Winter Haven, FL 33881
Ander P. Gibbs	P.O. Box 618 Dade City, Florida 33526-0618
Brian G. Philpot	P.O. Box 8229 Lakeland, FL 33802-8229
Sidney G. Philpot	P.O. Box 8229 Lakeland, FL 33802-8229
Joseph B. Tedder	103 South Florida Ave. Lakeland, FL 33801

#### *ARTICLE VIII* *OFFICERS*

The officers of the corporation shall consist of a president, vice president, secretary, treasurer, and such other offices as may be provided in the bylaws.

The names and addresses of the initial officers of the corporation are:

Name		Address
Brian G. Philpot	President	P.O. Box 8229 Lakeland, FL 33802-8229
Zela Silse	Vice-President	4221 Lake Marianna Dr. Winter Haven, FL 33881
Joseph B. Tedder	Secretary & Treasurer	103 South Florida Ave. Lakeland, FL 33801

ARTICLE IX  
BYLAWS

The bylaws of this corporation may be amended, altered, or repealed by a majority vote of the trustees of the corporation.

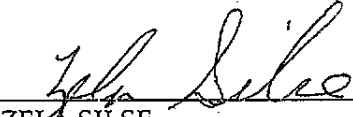
ARTICLE X  
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. However, these Articles may be amended only by two-thirds vote of the trustees.

ARTICLE XI  
REGISTERED AGENT

This corporation has named BRIAN G. PHILPOT, located at 124 S. Florida Ave., Lakeland, Florida, 33801, as its agent to accept service of process within this State.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals this 25<sup>th</sup> day of February, 1999.

  
ZELA SILSE  
Subscriber

STATE OF FLORIDA

COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared ZELA SILSE, who is personally known to me, and who signed the foregoing Articles of Incorporation as subscriber, and he acknowledged before me that he subscribed to that Articles of Incorporation.

WITNESS my hand and seal this 25<sup>th</sup> day of February, 1999.



  
Notary Public

Kenya Crosby  
Name Typed, Printed, or Stamped

\_\_\_\_\_  
Title or Rank

Brian G. Philpot

BRIAN G. PHILPOT  
Subscriber

STATE OF FLORIDA

COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared BRIAN G. PHILPOT, who is personally known to me, and who signed the foregoing Articles of Incorporation as subscriber, and he acknowledged before me that he subscribed to that Articles of Incorporation.

WITNESS my hand and seal this 25<sup>th</sup> day of February, 1999.



KENYA CROSBY  
My Commission CC479333  
Expires Jul. 10, 1999  
Bonded by HAI  
800-422-1555

Kenya Crosby  
Notary Public

Kenya Crosby  
Name Typed, Printed, or Stamped

\_\_\_\_\_  
Title or Rank

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 617, Florida Statutes, the following is submitted, in compliance with  
said Act:

THE ZELA SILSE CHARITABLE FOUNDATION, INC., desiring to organize under the laws  
of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 124  
South Florida Ave., Lakeland, State of Florida, has named BRIAN G. PHILPOT, located at 124 South  
Florida, Ave., Lakeland, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place  
designated in this certificate, I hereby accept to act in this capacity. I further agree to comply with the  
provision 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.

By: \_\_\_\_\_

BRIAN G. PHILPOT  
Registered Agent

FILED  
99 MAY 17 PM 2:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA