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CUSTOMER: Daniel D. Akel, Esq  
HOLBROOK AKEL COLD STIEFEL &  
HOLBROOK AKEL COLD STIEFEL &  
Suite 2301  
One Independent Drive  
Jacksonville, FL 32202

DOMESTIC FILING

NAME: UNIVERSAL PRINCIPLES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**UNIVERSAL PRINCIPLES, INC., A NON-PROFIT CORPORATION**

David C. Minardi, Incorporator, with other persons being desirous of forming a non-profit corporation under the provisions of Chapter 617 of the Florida Statutes, do form a non-profit corporation and agree to the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is: Universal Principles, Inc.

**ARTICLE II**

The purposes for which the Corporation is to be organized are as follows:

- \* To form a coalition of concerned and dedicated citizens to work for positive educational purposes for children.
- \* To Get children and families interested in reading material that will send a strong message on universally accepted principles such as honesty, courage, and responsibility.
- \* Provide families with principle-centered programming that encourages and promotes familial discussions.
- \* To supplement traditional education with character-based education designed to build foundational principles in youth and their families.
- \* To help develop listening and discernment skills in youth.
- \* To help eliminate social bias through principle-centered education.
- \* To encourage individual responsibility in concert with societal responsibility.
- \* To help build awareness of the importance of multicultural interaction and multicultural teamwork.

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- \* To inspire and equip children to live principle centered lives.
- \* To get children interested in reading to improve reading skills.
- \* To get children interested in reading material that will send a strong message on honesty principles and to inspire children and equip children to live principle centered lives.
- \* To help children read and educate children to help reduce crime and cruelty to children with the belief that this will help promote family unity, will lead to literacy, lead to good listening skills, build self confidence among children, all with the idea that this positive reinforcement will help children make good decisions in life.
- \* To do all of the above within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and to that end, 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; to sell convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in any manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which the property is received, this Article of Incorporation, the By-laws of the Corporation, or any laws applicable thereto.

### ARTICLE III

- a. No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, 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, Director, officer of the Corporation, or any, 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 caring 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.

B. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and Regulations, as they now exist or as they may hereafter be amended.

c. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to library, 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 hereafter be amended, and none of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

#### ARTICLE IV

The members of the Corporation shall constitute all persons hereinafter named as subscribers and directors and such other persons as, from time to time hereafter, may become members in the manner provided in the By-laws of the Corporation or as may be elected by the members at each annual meeting.

## ARTICLE V

The name and address of the incorporator to these Articles is:

David C. Minardi  
One San Jose Place, Suite 14 A  
Jacksonville, Florida 32257

## ARTICLE VI

The Corporation shall exist perpetually, unless terminated by due process of law.

## ARTICLE VII

The business of this Corporation shall be managed by the Board of Directors. This Corporation shall have three (3) Directors initially. The number of Directors may be increased from time to time by the By-laws, but shall never be less than three (3) nor more than nine (9). The Board of Directors of the Corporation shall at the annual meeting be elected and hold office in the manner determined by the By-laws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified or until removed are as follows:

<u>Name</u>	<u>Address</u>
David C. Minardi	One San Jose Place, Suite 14A Jacksonville, Florida 32257
Teresa Cooksey	3943 San Bernado Drive Jacksonville, Florida 32217
Rich Langston	3633 Carol Ann Lane Jacksonville, Florida 32223

## ARTICLE VIII

The initial officers of the Corporation shall be President, Secretary-Treasurer and such other officers as may be provided in the By-laws. The names of the persons who are to serve as officers of the Corporation who shall hold office for the first year of the Corporation or until their successors are elected or appointed:

<u>Name</u>	<u>Address</u>
David C. Minardi, President	One San Jose Place, Suite 14A Jacksonville, Florida 32257
Rich Langston, Vice President	3633 Carol Ann Lane Jacksonville, Florida 32223
Teresa Cooksey, Secretary-Treasurer	3943 San Bernado Drive Jacksonville, Florida 32217

#### ARTICLE IX

The conduct of the business and affairs of this Corporation shall be governed by these Articles and By-laws.

The By-laws of this Corporation shall be such By-laws as the Board of Directors of this Corporation shall adopt from time to time.

#### ARTICLE X

The Articles of Incorporation may be amended at any regular meeting, a quorum being present, by majority vote of the members being present.

#### ARTICLE XI

The street address of the initial office of this Corporation shall be:

c/o David C. Minardi  
One San Jose Place, Suite 14A  
Jacksonville, Florida 32257

The registered office of this Corporation and the registered agent at that address is:

<u>Registered Agent</u>	<u>Address</u>
Daniel D. Akel, Esquire	One Independent Drive, Suite 2301 Jacksonville, Florida 32202

IN WITNESS WHEREOF the undersigned subscribing incorporator as hereunto set his  
hand and seal on this 2nd day of September 1999.

  
DAVID C. MINARDI

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent  
for said corporation.

  
DANIEL D. AKEL  
Registered Agent

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