

N99000007029

TRANSMITTAL LETTER

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

700003058117--0
-12/01/99--01074--001
*****87.50 *****87.50

SUBJECT: DuPont & Associates, USA, 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: Marguerite DuPont Gamble
Name (Printed or typed)

P. O. Box 581

Address

Midway, Florida 32303
City, State & Zip

(850) 576-2386

Daytime Telephone number

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

53 DEC - 1 PM 3:06

APPROVED
AND
FILED

6661 0 030 11/10/99

**ARTICLES OF INCORPORATION
OF
DUPONT & ASSOCIATES USA, Inc.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC -1 PM 3:06

APPROVED
AND
FILED

Article 1. Name. The name of the Corporation is as follows: DuPont & Associates USA, Inc.

Article 2. Address. The principal office of the Corporation is 1533-G South Bronough Street, Tallahassee, Florida 32301. The current mailing address is P. O. Box 581 Midway, Florida, 32303.

Article 3. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1533-G South Bronough Street, Tallahassee, Florida 32301, and the name of the registered agent is Marguerite DuPont Gamble.

Article 4. No Members. The Corporation shall not have Members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

Article 6. Purposes. The purposes for which the corporation is organized are as follows:

A. To receive and administer funds and to operate exclusively for charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code". Among those purposes are to provide apprenticeship trades or vocational skills training and educational services to persons in need of such training and services.

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.

C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

D. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

Article 7. Term. Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

Article 8. Immunity Status. If possible, the Corporation shall qualify as a cultural or educational institution within the United States under Title 22 United States Code Section 2459 ("Immunity from seizure under judicial process of cultural objects imported for temporary

exhibition or display"). This qualification shall not interfere with the Corporation's tax exempt status.

Article 9. Limitation. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), Directors or Officers, but the Corporation 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 Article 6 (Purposes) hereof.

Article 10. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Internal Revenue Code of 1986 and is described in Section 509(a)(1),(2) or (3) of said Code.

Article 11. Board of Directors. There shall be a Board of Directors consisting of at least three (3) individuals, but not more than nine (9). The initial Directors are to be selected by the Incorporator. Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two thirds (2/) of the Board of Directors.

Article 12. Officers. The Officers of the Corporation may consist of A President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) and manner as may be prescribed by the Bylaws or by law.

Article 13. Incorporators. The name and street address of the Incorporator is Ms. Marguerite DuPont Gamble. 1533-G South Bronough Street, Tallahassee, Florida 32301.

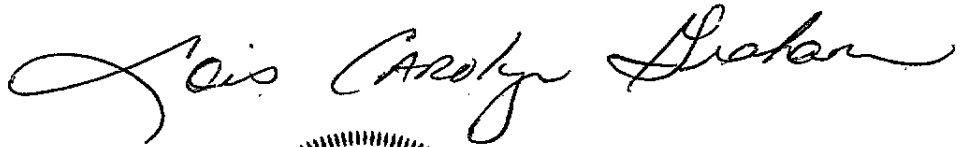
Article 14. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

Article 15. Amendment. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

Article 16. Indemnification and Civil Liability Immunity. The Corporation shall indemnify each Director and Officer, including, former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on 11-23-99, 1999.


Incorporator





BOARD OF DIRECTORS AND OFFICERS
FOR
DUPONT & ASSOCIATES USA, Inc.

1. Stockton Thomas DuPont, President
2022 Hillsborough Street
Tallahassee, Florida 32310
2. Lorenzo DuPont, Secretary
1600 5th Street
Daytona Beach, Florida 32316
3. Marguerite DuPont Gamble, Secretary
P.O. Box 581
Midway, Florida

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

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:

DuPont & Associates, U.S.A.

2. The name and address of the registered agent and office is:

MARGUERITE DuPont GAMBIE
(NAME)

1101 Mission Wood Lane
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

TALLAHASSEE, FL 323
(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC -1 PM 3:06

APPROVED
AND
FILED

✓ 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.

Marguerite DuPont Gambia
(SIGNATURE)

12/1/1999
(DATE)