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December 2, 2008

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Division of Corporations
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To whom it may concern:

Enclosed please find two copies of the Articles of Incorporation for The Shadetree Group. We would like to request a not-for-profit corporation status for religious purposes.

Please call us immediately if you have any questions regarding the enclosed materials.

Thank you in advance for your cooperation in this matter.

Sincerely,

A handwritten signature in black ink that reads "Catherine Gibbs". The signature is fluid and cursive, with the first name "Catherine" written in a larger, more prominent script than the last name "Gibbs".

Catherine Gibbs

Killearn United Methodist Church
2800 Shamrock South
Tallahassee, Florida 32309
Work 850-893-1116
Cellular 850-694-0414
Email cgibbs@kumconline.org
Facsimile 850-668-5709

**Articles Of Incorporation
For The Shadetree Group, Inc.**

The undersigned, acting as the incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, adopt the following Articles of Incorporation for such corporation.

Article I - Name

The name of the corporation is The Shadetree Group, Inc.

Article II - Address

The principal place of business and corresponding mailing address is 657 Church Street, Gretna, Florida, 32332.

Article III - Purpose

The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), including, but not limited to for such purposes: to affirm the dignity of under-resourced people in Gretna, Florida and empower them to improve their own lives and community. The Shadetree Group exists to present the whole Gospel of Jesus Christ to the whole person.

Article IV – Powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, except that the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article V – Management of Corporate Affairs

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall not be less than (3) and may be such number greater than three (3) as may, from time to time, be voted upon by the Board of Directors. The Directors of The Shadetree Group, Inc. are

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FLORIDA
JULIA S. SHELTON

to be selected and appointed on the basis of their faith in Jesus Christ and belief in the mission and purposes of The Shadetree Group, Inc.

The Board of Directors named in Article 10 shall hold office until the first annual meeting of the Board of Directors to be held as prescribed in the Bylaws but in no event later than twelve (12) months from the date of incorporation, at which time an election of directors shall be held. The manner in which Directors are elected shall be as provided in the Bylaws of the corporation.

Directors elected at the first annual meeting and at all times thereafter shall serve for a term of not less than one (1) year and until the qualification of successors in office. The Board of Directors may, in the Bylaws of the corporation or by separate resolution, provide for staggered terms of the Servants.

Article VI – Amendments

The Articles of Incorporation of the corporation may be amended by the Board of Directors by resolution proposed and considered at any regular meeting of the Board of Directors but which may not be adopted until the next succeeding meeting of the Board of Directors and only then by 3/4th vote. The Bylaws of the corporation shall be made, altered, amended, or rescinded by a majority vote of the Board of Directors at a meeting of the Board of Directors called for such purpose.

Article VII – Dedication Of Assets

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for such services rendered and to make payments and distributions in furtherance of the tax-exempt purposes of the corporation set forth in Article 3.

Article VIII – Distribution Of Assets

The period of the duration of the corporation is perpetual unless dissolved according to the law. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for Christian purposes as shall at the time qualify as an organization exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Article IX – Prohibited Transactions

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Article X – Registered Agent And Address /Incorporator

The name and Florida street address of the initial Registered Agent for The Shadetree Group, Inc. is: Keith Tishler, 2145 Delta Blvd., Suite 200, Tallahassee, Florida 32303.

Article XI – Initial Officers

The names, addresses, and titles of the initial Servants for The Shadetree Group, Inc. are as follows:

Catherine Gibbs, 657 Church Street, Gretna, Florida, 32332

Damon Gibbs, 657 Church Street, Gretna, Florida, 32332

Jim Divine, 2813 Cavan Drive, Tallahassee, Florida, 32309

Certificate of Designation Registered Agent/Registered Office

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

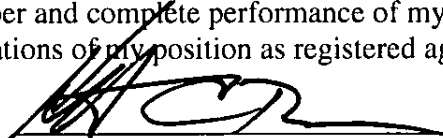
The name of the corporation is: THE SHADETREE GROUP, INC.

The name of the registered agent is Keith Tishler and the address of the registered office is: 2145 Delta Blvd., Suite 200, Tallahassee, Florida 32303.

Acceptance By Registered Agent

Having been named as registered agent to accept service of process for the above named 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.

02 Dec 08
Date


Registered Agent

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