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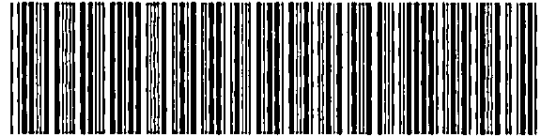
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**ARTICLES OF INCORPORATION  
OF  
CHILDRENS HEALTH AND MENTOR PROGRAM, INC.**

The undersigned, acting as incorporators of this Corporation not for profit pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation as follows:

**ARTICLE I - NAME**

The name of this Corporation is CHILDRENS HEALTH AND MENTOR PROGRAM, INC.

**ARTICLE II – PRINCIPAL OFFICE**

The address of the principal office of the corporation is:

6148 Foster Street Jupiter, FL 33458,

and the mailing address of the Corporation is:

6148 Foster Street Jupiter, FL 33458.

**ARTICLE III – PRINCIPAL OFFICE**

The period of duration of the corporation is perpetual.

**ARTICLE IV - PURPOSE**

The specific purpose for which this corporation is organized is:

CHILDRENS HEALTH AND MENTOR PROGRAM, INC. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3), or corresponding section of any future federal tax code, of the Internal Revenue Code. CHILDRENS HEALTH AND MENTOR PROGRAM, INC.'s purpose is for improving the lives of intellectually disabled persons.

**ARTICLE V – NON-PROFIT NATURE**

- A. **Non-Profit Nature**: CHILDRENS HEALTH AND MENTOR PROGRAM, INC. is organized exclusively for improving the lives of intellectually disabled persons, and charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3), of the Internal Revenue Code, or corresponding section of any future federal

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tax code. No part of the assets and net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, directors, or other private persons, except that 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 the purpose clause hereof.

Notwithstanding any other provision of this document, this corporation shall not, as a substantial part of its activities, carry on any activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

CHILDRENS HEALTH AND MENTOR PROGRAM, INC. is not organized and shall not be operated for the private gain of any persons. The property of the corporation is irrevocably dedicated to its purposes as set forth herein, and specifically to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

- B. **Personal Liability:** No officer or director of this corporation shall be personally liable for the debts or obligations of CHILDRENS HEALTH AND MENTOR PROGRAM, INC. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.
- C. **Prohibited Distributions:** No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributed to its members, directors, officers, or other private person or individual, except that 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 consistent with these Articles.
- D. **Restricted Activities:** No substantial part of the corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation; nor shall the corporation participate in, or intervene (including the publishing or distribution of any statements, or otherwise) in any political campaign on behalf of or in opposition to any candidate for public office.
- E. **Prohibited Activities:** Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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## **VI - BOARD OF DIRECTORS AND OFFICERS**

The powers of CHILDRENS HEALTH AND MENTOR PROGRAM, INC shall be exercised, its property controlled, and its affairs conducted and governed by a board of directors.

## **VII – MANNER OF ELECTION**

After the initial appointment of officers and directors herein, the method of election of future directors and the executive committee is as provided in the ByLaws.

## **VIII – INITIAL OFFICERS AND/OR DIRECTORS**

The initial officer(s) and/or director9s) of the corporation are:

Brett Carpenter: Chairmen and President / 6148 Foster Street, Jupiter FL 33458  
Chris Collins: Treasurer / 4437 Linden Avenue, Palm Beach Gardens, FL 33410  
Karen Lopatosky: Corporate Secretary / 12287 Hillman Drive, Palm Beach Gardens, FL 33410  
Roger Bacon: Director / 6053 Lucerne Street, Jupiter, FL 33458  
John Hoffman: Director / 4465 SW Long Bay Drive, Palm City, FL 34990

## **IX - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and directors of this Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

## **X - NON-STOCK BASIS**

This Corporation is organized on a non-stock basis.

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## **XI - AMENDING BY-LAWS**

Subject to the limitations contained in the By-laws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the Corporation, the By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors or by following the procedures set forth in the By-Laws.

## **XII - DISSOLUTION**

On the dissolution or termination of this Corporation, any assets lawfully available for distribution remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to one or more qualifying organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of this corporation hereunder shall be selected by the discretion of a majority of the managing body of this corporation and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the corporation by one or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

## **XIII - AMENDMENTS TO ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors by a vote of fifty-one (51%) percent of the Board of Directors of the Corporation.

## **XIV - REGISTERED AGENT**

The street address and city of the registered office of the Corporation is:

6148 Foster Street  
Jupiter, FL 33458

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The name of the registered agent at such address is

Brett Carpenter  
6148 Foster Street  
Jupiter, FL 33458

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Registered Agent Signature: \_\_\_\_\_

*Brett Carpenter*  
BRETT CARPENTER

### XV – INCORPORATOR

The name and address of the Incorporator is:

Brett Carpenter  
6148 Foster Street  
Jupiter, FL 33458

*I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, F.S. I understand the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.*

Incorporator Signature: \_\_\_\_\_

*Brett Carpenter*  
BRETT CARPENTER

Date

*1/8/19*

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