

N220000006978

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

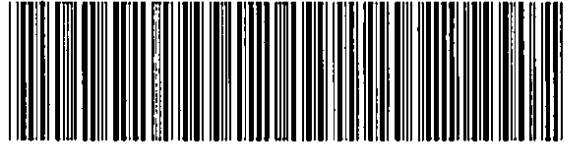
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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2022 JUN -7 PM 3:55

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED

2022 JUN 20 AM 11:07

DEPARTMENT OF STATE
TALLAHASSEE, FL

FLORIDA CAPITAL COURIER SERVICES, INC
2330 CLARE DRIVE
TALLAHASSEE, FL 32309
(850) 524-5437
(850) 524-624

PLEASE USE FUNDS FROM THIS ACCOUNT: I20210000160 AMOUNT 78.75

AUTHORIZATION SIGNATURE: James Gellin

Hang with US Foundation
BUSINESS (Name) Document #

- Walk in
- Mail out
- Photocopy
- Certified Copy of Articles
- Certificate of Status
- Pick up time _____
- Will wait

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other
- CORP

Certified Copy

AMMENDMENTS

- Amendment
- Resignation of R.A. Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger
- Conversion

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATIONS

- Foreign filing
- Limited Partnership
- Reinstatement
- Other

 APOSTIL ()
Country

EXAMINER'S INITIALS:



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 8, 2022

FLORIDA CAPITAL COURIER SERVICES, INC.

SUBJECT: HANG WITH US FOUNDATION, INC.
Ref. Number: W22000076550

We have received your document for HANG WITH US FOUNDATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Registered Agents signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Neysa Culligan
Regulatory Specialist III

Letter Number: 422A00012858

RECEIVED
2022 JUN 20 AM 8:34
CALLAHAN/ASSEE, FLORIDA

COVER LETTER

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

SUBJECT: HANG WITH US 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: RICHARD C. VAUGHAN, ESQ.

Name (Printed or typed)

4755 TECHNOLOGY WAY, SUITE 205

Address

BOCA RATON, FLORIDA 33431

City, State & Zip

(561) 910-7514

Daytime Telephone number

Richard@Ellis-Law.com

E-mail address: (to be used for future annual report notification)

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

FILED

**ARTICLES OF INCORPORATION
OF
HANG WITH US FOUNDATION, INC.**

2022 JUN 20 AM 11:07

SECRETARY OF STATE
TALLAHASSEE, FL

THE UNDERSIGNED, as Incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

Section 1.1. The name of the corporation is **HANG WITH US FOUNDATION, INC.** (the "Corporation").

**ARTICLE II
DURATION**

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

**ARTICLE III
NON-STOCK CORPORATION**

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue Certificates of Membership.

**ARTICLE IV
PURPOSE**

Section 4.1. Notwithstanding any other provisions of these articles, the purposes for which this organization is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or the corresponding provision of any future United States Internal Revenue law. The initial purpose of the Corporation is to assist other non-profit organizations as determined by the Board of Directors.

Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other 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 Director or 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.

Section 4.4. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office.

Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

Section 4.10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4.11. 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, 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 charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V **MEMBERS**

Section 5.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

ARTICLE VI
DIRECTORS

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board").

Section 6.2. The initial Board of Directors shall consist of the following members elected in accordance with this Section and the Bylaws and shall serve until the first election of Directors as provided in the Bylaws:

<u>Name</u>	<u>Address</u>
Robin Brule	445 Wild Cypress Circle Point Vedra, Florida 32081
Sarah McKinnie	430 Cheeota Court Minneola, Florida 34715
Skyy Clark	812 S. 6th St., #205 Champaign, Illinois 61820
Joel Savitt	8029 Kentwood Avenue Los Angeles, California 90045

The members of the Board of Directors shall be appointed according to the procedures set forth in the Bylaws. The number of members on the Board of Directors may be increased or decreased from time to time by a vote of the Board of Directors in accordance with the Bylaws of the Corporation, but in any event there shall never be less than three (3) members on the Board of Directors. These Articles of Incorporation do not need to be amended each time new Directors are appointed.

ARTICLE VII
ADDRESS

Section 7.1. The street address and mailing address of the principal office of this corporation in the State of FLORIDA is:

Street address:
5301 N. Federal Highway, Suite 204
Boca Raton, Florida 33487

Mailing address:
5301 N. Federal Highway, Suite 204
Boca Raton, Florida 33487

The Board may, from time to time, move its principal office in the State of FLORIDA to another place in this state.

ARTICLE VIII
REGISTERED AGENT AND REGISTERED OFFICE

Section 8.1. The registered agent and registered office of the Corporation shall be:

<u>Name</u>	<u>Address</u>
Robin Brule	5301 N. Federal Highway, Suite 204 Boca Raton, Florida 33487

ARTICLE IX
AMENDMENT

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE X
BYLAWS

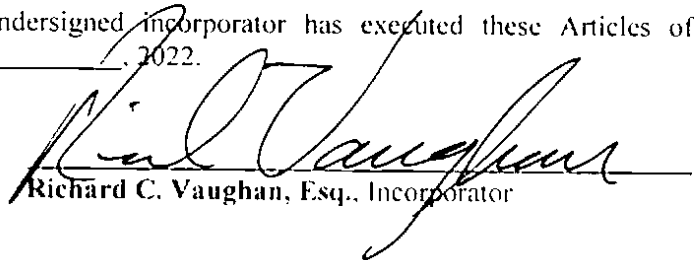
Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the governance of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLE XI
INCORPORATOR

Section 11.1. The name and address of the incorporator of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Richard C. Vaughan, Esq.	c/o Ellis Law Group, P.L. 4755 Technology Way, Suite 205 Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of June, 2022.


Richard C. Vaughan, Esq., Incorporator

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

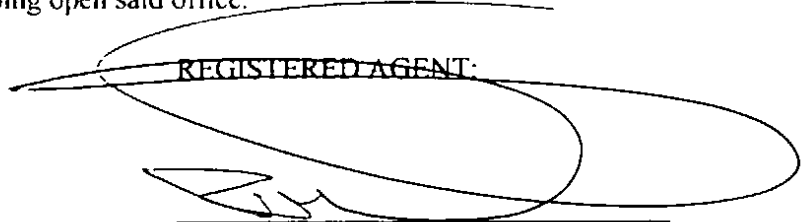
In pursuance of Section 48.091 and Section 617.0501(3) of the Florida Statutes, the following is submitted in compliance with said Sections:

HANG WITH US FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Certificate of Incorporation at 5301 N. Federal Highway, Suite 204, Boca Raton, Florida 33487, appoints Robin Brule, 5301 N. Federal Highway, Suite 204, Boca Raton, Florida 33487, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

Date June 7, 2022


REGISTERED AGENT:
Robin Brule

FILED
2022 JUN 20 AM 11:07
SECRETARY OF STATE
TALLAHASSEE, FL