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FLORIDA PROFIT/NON PROFIT CORPORATION  
BBBSA Charitable Foundation, Inc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**BBBSA CHARITABLE FOUNDATION, INC.**  
**(a Florida Not-for-Profit Corporation)**

**ARTICLE I**  
**Name**

The name of this Corporation is BBBSA Charitable Foundation, Inc. (hereinafter called the "Corporation").

**ARTICLE II**  
**Principal Office**

The address of the principal office and the mailing address of the Corporation shall be 2502 N. Rocky Point Drive, Suite 550, Tampa, Florida 33607.

**ARTICLE III**  
**Purpose**

The Corporation is a not-for-profit corporation, organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future federal tax code, for the benefit of, to perform the functions of, and to carry out the exempt purposes, within the meaning of section 509(a)(3) of the Code, of Big Brothers Big Sisters of America ("BBBSA"); a congressionally chartered organization and an organization described in Section 501(c)(3) of the Code. The Corporation shall be operated, supervised, or controlled by BBBSA.

**ARTICLE IV**  
**Board of Directors**

The Corporation shall be operated by a board of directors, the number of which is to be no less than three. The manner in which the Board of Directors are elected or appointed shall be as stated in the Bylaws of the Corporation. The initial Board of Directors shall consist of the following persons:

Name	Address
Makola Abdullah	2502 N. Rocky Point Drive, Suite 550, Tampa, Florida 33607
Alan Bemon	2502 N. Rocky Point Drive, Suite 550, Tampa, Florida 33607
Emily Chen Garerra	2502 N. Rocky Point Drive, Suite 550, Tampa, Florida 33607
Pam Iorio	2502 N. Rocky Point Drive, Suite 550, Tampa, Florida 33607
Gregory Page	2502 N. Rocky Point Drive, Suite 550, Tampa, Florida 33607

**ARTICLE V**  
**Members**

The sole member of the Corporation shall be BBBSA.

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**ARTICLE VI**  
**Dissolution**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws.

**ARTICLE VII**  
**Restrictions**

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director or officer of the Corporation or any other private person, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. 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 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 or engage in political activities of any kind.

B. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, as amended, or corresponding sections of any future federal tax code.

C. If the Corporation is deemed to be a private foundation as defined in Section 509 of the Code, it shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future federal tax code.

D. If the Corporation is deemed to be a private foundation as defined in Section 509 of the Code, it shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future federal tax code.

**ARTICLE VIII**  
**Amendment**

These Articles may be altered, amended, or repealed, in whole or in part, as provided in the Bylaws of the Corporation.

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**ARTICLE IX**  
**Registered Office; Registered Agent**

The street address of the Corporation's registered office in the State of Florida is 7901 4<sup>th</sup> St. N., Ste. 300, St. Petersburg, FL 33702 and the name of its registered agent at such office is Registered Agents Inc.

**ARTICLE X**  
**Incorporator**

The name and address of the sole incorporator is Christopher Torres, Greenberg Traurig, P.A., 101 East Kennedy Blvd., Suite 1900, Tampa, FL 33602.

**IN WITNESS WHEREOF**, the undersigned, has signed these Articles of Incorporation on this 27th day, June 2022.

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the department of state constitutes a third-degree felony as provided for in section 817.155, Florida Statutes.*

/s/ Christopher Torres  
Christopher Torres, Incorporator

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**REGISTERED AGENT ACCEPTANCE**

The undersigned hereby accepts appointment as Registered Agent of BBBSA Charitable Foundation, Inc., a Florida not for profit corporation, this 27th day of June 2022.

Registered Agents Inc.

By: /s/ Bill Havre

Name: Bill Havre

Title: Secretary

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