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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: Project: Return To Work Inc. - Florida (RZW-FL)
(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: Fran Nixon
Name (Printed or typed)

3121 Kingston Street
Address

Port Charlotte FL 33952
City, State & Zip

941-661-0592
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 20, 2003

FRAN NIXON
3121 KINGSTON STREET
PORT CHARLOTTE, FL 33952

SUBJECT: PROJECT: RETURN TO WORK INC. OF FLORIDA(R2W-FL)
Ref. Number: W03000008158

We have received your document for PROJECT: RETURN TO WORK INC. OF FLORIDA(R2W-FL) and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of 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) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 703A00017238

**ARTICLES OF INCORPORATION
OF
Project: Return To Work Inc. Of Florida
A NON-PROFIT CORPORATION**

The undersigned incorporators, in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation is Project: Return To Work Inc. of Florida.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 3121 Kingston Street, Port Charlotte, Florida 33952 or other location as the Board of Directors may determine from time to time.

ARTICLE III: PURPOSE

The specific purposes for which this corporation is organized as a chapter of Project: Return To Work Inc. (R2W) is to advocate the creation of work, education and benefits for disabled people in Florida. This shall include any other lawful activities, which do not conflict with the articles herein, R2W's Bylaws or R2W-FL's Bylaws. This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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 tax code.

ARTICLE IV: MANNER OF ELECTION AND APPOINTMENT

The initial directors shall be appointed by the incorporators as identified in ARTICLE V and confirmed by R2W's Board of Directors for a term of ten years. Additional positions for board members may be identified from time to time by R2W's Board of Directors or R2W-FL Board of Directors. Board members shall be notable members of the community and demonstrate a working understanding of their fiduciary responsibilities. Elections and appointments: One-third of R2W's Board of Directors shall be elected by members identified in ARTICLE IX at an annual meeting in a place and at a time determined by The Board of Directors for a term of two years, rotating half each year. Two-thirds of R2W-FL's Board of Directors shall be appointed by R2W's Board of Directors at an annual meeting in a place and at a time determined by The Board of Directors for a term of two years, rotating half each year. In the event of an early retirement of a board member, R2W-FL's Board of Directors shall nominate and elect a candidate to fulfill the retiring board member's term and R2W's Board of Directors shall confirm the new candidate.

ARTICLE V: INITIAL DIRECTORS/OFFICERS

The initial directors of this corporation are:

1. Fran Nixon, Secretary
3121 Kingston Street, Port Charlotte, Florida 33952
2. Warren B. Smith, Treasurer and Director of Education
1612 Lavilla Road, Punta Gorda, Florida 33950
3. Robin R. Brazell, Executive Director
3121 Kingston Street, Port Charlotte, Florida 33952

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ARTICLE VI: INITIAL REGISTERED AGENT

The name and address of the registered agent of this corporation are:

Fran Nixon
3121 Kingston Street
Port Charlotte, Florida 33952

ARTICLE VII: INCORPORATORS

The name(s) and address(es) of the incorporator(s) of this corporation are:

1. Fran Nixon, 3121 Kingston Street, Port Charlotte, Florida 33952
2. Warren B. Smith, 1612 Lavilla Road, Punta Gorda, Florida 33950
3. Robin R. Brazell, 3121 Kingston Street, Port Charlotte, Florida 33952

ARTICLE VIII: PERIOD OF DURATION

The period of duration of this corporation is perpetual.

ARTICLE IX: MEMBERSHIP

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have as many classes of membership as the R2W and R2W-FL Board of Directors may determine from time to time. Any person shall be qualified to become a member upon payment of the initial dues, if any, fixed by the Board Of Directors and shall continue as a member upon paying the annual dues, if any, fixed by the Board Of Directors. The method and time of payment of dues shall be determined, and may be changed, from time to time, by the Board of Directors. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

ARTICLE X: INDEMNIFICATION

To the extent permitted by law, the corporation shall indemnify, any person who is or was a director, officer, agent, fiduciary or employee of the corporation against any claim, liability or expense arising against or incurred by such person as a result of actions reasonably taken by him at the direction of the corporation. The corporation further hereby indemnifies its directors, officers, agents, fiduciaries and employees against any claim, liability, or expense arising against or incurred by them in all other circumstances and to maintain insurance for such persons to the full extent permitted by law and possible by sufficient funding. Such indemnification shall inure to the benefit of the estates, heirs, devisees and personal legal representatives of such persons. For the purpose of these Article of Incorporation, the term "official capacity" when used with respect to any director, officer, agent, fiduciary or employee shall include service with the corporation or a parent, subsidiary or affiliated corporation or other entity.

NINE: Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

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. The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Fran R. Nixon 3-11-03 (date) Warren B. Smith 3-12-03 (date)
Fran R. Nixon Warren B. Smith
Registered Agent & Incorporator Incorporator

Robin R. Brazell 3/11/03 (date)
Robin R. Brazell
Incorporator

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