

NO0000003462

TRANSMITTAL LETTER

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

FILED
MAY 25 AM 8:44
TALLAHASSEE, FLORIDA

SUBJECT: CLYATT DEAN SMITHERS Foundation, INC.
(Proposed corporate name - must include suffix)

900003250779--1
-05/12/00--01087--008
*****87.50 *****87.50

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: Maria Smithers
Name (Printed or typed)

333 Sunset AVE.
Address

Palm Beach, FL 33480
City, State & Zip

(561) 653-2370
Daytime Telephone number

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

S. Thompson MAY 30 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 16, 2000

MARIA SMITHERS
333 SUNSET AVE.
PALM BEACH, FL 33480

SUBJECT: CLYATT DEAN SMITHERS FOUNDATION, INC.
Ref. Number: W00000012772

We have received your document for CLYATT DEAN SMITHERS FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

Reference can be made to the number of membership certificates but no reference can be made to the number of shares of stock. Please remove any information pertaining to stock.,

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) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 300A00027573

ARTICLES OF INCORPORATION
OF
FLORIDA NONPROFIT CORPORATION

FILED
00 MAY 26 AM 8:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is CLYATT DEAN SMITHERS FOUNDATION, INC.

The principal office of the corporation is: 333 Sunset Ave., Palm Beach, FL 33480.

The mailing address of this corporation is: 333 Sunset Ave., Palm Beach, FL 33480.

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for general purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of medical, humanitarian, charity, education and other corresponding charitable purposes as related to drug and alcohol rehabilitation. Funds shall be disbursed according to these principles.

B. To operate exclusively in any other manner for such medical, humanitarian, religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations, qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operation foundations.

ARTICLE V
AUTHORIZED MEMBERSHIP CERTIFICATES

A. This corporation shall be authorized to issue 500 membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such shares are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such certificates are restricted in the manner described in the Bylaws or any agreement between the members, and that a copy of such bylaws or agreement shall be provided to all members.

C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the offices of the corporation on the May 1 of each year at 10:00 a.m., or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and address of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Maria Smithers	333 Sunset Ave., Palm Beach, FL 33480
Janie Dean	8304 Okeechobee Blvd., West Palm Beach, FL 33411
Christian Clyatt	217 Sandpiper Drive, Palm Beach, FL 33480

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: Maria Smithers	333 Sunset Ave., Palm Beach, FL 33480
Secretary: Janie Dean	8304 Okeechobee Blvd., West Palm Beach, FL 33411
Treasurer: Maria Smithers	333 Sunset Ave., Palm Beach, FL 33480
Vice President: Christian Clyatt	217 Sandpiper Drive, Palm Beach, FL 33480
Assistant Secretary: Christian Clyatt	217 Sandpiper Drive, Palm Beach, FL 33480
Assistant Treasurer: Christian Clyatt	217 Sandpiper Drive, Palm Beach, FL 33480

ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. 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 distributions of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these articles, the corporation shall not 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the 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 charitable, education, religious, or scientific purposes as shall at the time qualify as an except organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows: (a minimum of one (1) only is required)

<u>Name</u>	<u>Address</u>
Maria Smithers	333 Sunset Ave., Palm Beach, FL 33480

ARTICLE XI AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, 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 procedure set forth therefor in the By-Laws.

ARTICLE XII DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to medical, humanitarian, religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII
REGISTERED AGENT AND OFFICE

The address of the corporation's registered agent office shall be 1551 Forum Place, Ste. 300-F, West Palm Beach, FL 33401 and the name of its registered agent at said address shall be Shelton Clyatt, Jr.

ARTICLE XIV
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 20th day of April, 2000.

WITNESSED BY:

Angela F. Kacy
Lisa A. Tolim

(X)

Maria Smithers
MARIA SMITHERS

Shelton Clyatt, Jr.
SHELTON CLYATT, JR., REGISTERED
AGENT

Having been named as registered agent and to accept service of process for the above stated 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 obligation of my position as registered agent.

Shelton Clyatt, Jr.
Shelton Clyatt, Jr.

May 10, 2000
Date

STATE OF FLORIDA }
) SS
COUNTY OF PALM BEACH }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take the acknowledgments, personally appeared Shelton Clyatt, Jr. to me known to be the person described in who executed the foregoing instrument and has acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 10th day of May, 2000.

My Commission Expires:

Kathleen M Maxwell

Notary Signature

Kathleen M. Maxwell

Printed Notary Signature



Kathleen M. Maxwell
MY COMMISSION # CC718805 EXPIRES
February 22, 2002
BONDED THRU TROY FAIN INSURANCE, INC.