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From:
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Phone : (850) 769-5532
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FLORIDA NON-PROFIT CORPORATION

P & P WITH G, INC.

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|-----------------------|---------|
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ARTICLES OF INCORPORATION
OF
A FLORIDA NONPROFIT CORPORATION
P & P WITH G, INC.

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1. Corporate Name: The name of this corporation is P & P WITH G, INC.

2. Initial Corporate Office: The initial corporate office is located at 1416-C W. 16th Street, Panama City, Florida 32405.

3. Corporate Nature: This is a nonprofit corporation, organized solely for general educational/charitable purposes pursuant to Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

4. Duration: The term of existence of the corporation is perpetual.

5. General and Specific Purposes: The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. For provision of marital and family therapy, adoption support services, and supervised visitation services.

C. To operate exclusively in any other manner for such 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

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exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

6. 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 seven (7) persons. The number of Directors of the corporation shall be three, provided however, that such number may be changed by a bylaw 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 9008 West Highway 98, Panama City, Florida on January 15 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

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consent shall have the same force and effect as if taken by unanimous votes 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 bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

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

| <u>Names</u> | <u>Addresses</u> |
|-------------------|---|
| Patti L. Williams | 2404 W. Beach Drive Panama City, Fl 32401 |
| Mildred P. Mills | 4608 Schooner Lane Lynn Haven, Fl 32444 |
| Roger Mills | 4608 Schooner Lane Lynn Haven, Fl 32444 |
| Robbin Coran | 2211 Edgewood Drive Panama City, Fl 32405-4012 |
| Jeff Yale | 323 S. MacArthur Avenue Panama City, Fl 32401 |
| Lauren DeGeorge | 832 Grace Avenue Panama City, Fl 32401 |
| Elizabeth Holmes | 201 San Pueblo Drive Clinton, MO |

B. Corporate Officers: The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the bylaws 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

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election is held, the following persons shall serve as corporate officers:

| | <u>Name:</u> | <u>Address:</u> |
|-------------|-------------------|---|
| President: | Patti L. Williams | 2404 W. Beach Drive Panama City, Fl 32401 |
| Vice Pres.: | Mildred P. Mills | 4608 Schooner Lane Lynn Haven, Fl 32444 |
| Secretary: | Robbin Coran | 2211 Edgewood Drive Panama City, Fl 32405-4012 |
| Treasurer: | Mildred P. Mills | 4608 Schooner Lane Lynn Haven, Fl 32444 |

7. 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, and 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 Articles 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 and distribution 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

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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.

8. 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 organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt 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 the 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

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for such purposes.

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

10. 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> |
|-------------------|--|
| Patti L. Williams | 2404 W. Beach Drive Panama City, Fl 32401 |
| Mildred P. Mills | 4608 Schooner Lane Lynn Haven, Fl 32444 |

11. Amendment of Bylaws: Subject to the limitations contained in the bylaws, 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, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the bylaws.

12. Dedication of Assets: The property of this corporation is irrevocably dedicated to 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.

13. Registered Agent and Office: The address of the corporation's registered office shall be 434 Magnolia Avenue,

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Panama City, Florida 32401 and the name of said registered agent at said address shall be Julie Ann Sombathy.

14. 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 bylaws 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 1st day of June, 2000.

Witnessed by:

Witness

Witness

Subscriber/Incorporator
Patti L. Williams

Subscriber/Incorporator
Mildred P. Mills

Registered Agent
Julie Ann Sombathy

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 1st

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06/05/00 MON 14:20 FAX

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day of June, 2000, by Patti L. Williams, Mildred P. Mills, and Julie Ann Sombathy, who did take an oath.

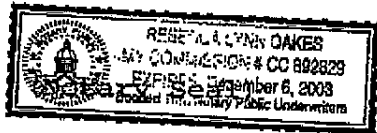
- ☐ Who is personally known by me.
☐ Who produced _____ as identification.
- ☐ Who is personally known by me.
☐ Who produced _____ as identification.
- ☐ Who is personally known by me.
☐ Who produced _____ as identification.

Rebecca F. Oakes (Signature)
Rebecca F. Oakes (Print Name)

Notary Public

My commission expires: _____

Commission #: _____



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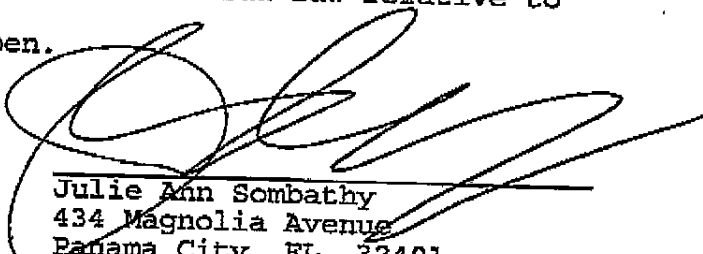
**CERTIFICATE OF DESIGNATION OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
P & P WITH G, INC.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That P & P WITH G, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in Articles of Incorporation, Panama City, County of Bay, State of Florida, has designated Julie Ann Sombathy as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



Julie Ann Sombathy
434 Magnolia Avenue
Panama City, FL 32401

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