

THE LAW OFFICE OF

KEITH R. TAYLOR, P.A.

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Divisions of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Fl. 32399

May 23, 2001

RE: TIFFANY CHILDREN'S HOMELESS CENTER, INC.

900004323789--1

-05/25/01--01080--004

\*\*\*\*122.50 \*\*\*\*\*78.75

Dear Sir or Madam,

Enclosed please find the proposed Articles of Incorporation of **TIFFANY CHILDREN'S HOMELESS CENTER, INC.**, the signed Acceptance of Registered Agent, and copy of the Articles to be conformed and our check in the amount of \$122.50, representing the following:

Filing Fee	\$52.50
Certified Copy	\$35.00
Registered Agent Fee	\$35.00

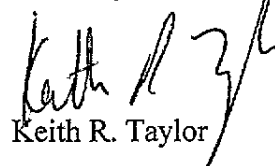
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Total: \$122.50

Please record these Articles as soon as possible and return a conformed copy to me in the enclosed, self-addressed, stamped envelope.

Your prompt attention to this matter will be greatly appreciated.

Sincerely Yours,

  
Keith R. Taylor

KRT/sl  
encl

01 MAY 25 PM 2:20  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RS  
6/4/01

FILED

01 MAY 25 PM 2:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TIFFANY CHILDREN'S HOMELESS CENTER, INC.  
(NOT FOR PROFIT FLORIDA CORPORATION)

**ARTICLE I**

The name of the corporation shall be:

**TIFFANY CHILDREN'S HOMELESS CENTER, INC.**

and its principal office and mailing address is:

**705 West 116<sup>th</sup> Avenue, Tampa, FL 33612.**

The Board of Directors may from time to time move the principal office to any other address in Florida.

**ARTICLE II**

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

**ARTICLE III**

The term of existence of the corporation is perpetual.

**ARTICLE IV**

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. The provision of welfare services for people.
- 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 exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

#### **ARTICLE V**

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 ten (10), provided however, that such number may be changed by the 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 the 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 terms of one (1) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held at 705 West 116<sup>th</sup> Avenue, Tampa, Florida on the 4<sup>th</sup> day of July of each year at 7 p.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 addresses of such initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CINDY GRIFFITH	705 W. 116 <sup>th</sup> Avenue Tampa, FL 33612
SCOTT GRIFFITH	705 W. 116 <sup>th</sup> Avenue Tampa, FL 33612
ROBB CARR	22900 Sterling Manor Loop Lutz, FL 33549
KELLIE CARR	22900 Sterling Manor Loop Lutz, FL 33549
JAN GOLDSTEIN	2125 North Bay Hills Blvd. Safety Harbor, FL 34695
NADINE McPHERSON	212 South Cooper Place Tampa, FL 33609
KELLER ORENDER, SR.	16820 N. Livingston Avenue Lutz, FL 33549
LURLINE ORENDER	16820 N. Livingston Avenue Lutz, FL 33549
KEITH R. TAYLOR	5800 West Pine Circle Crystal River, FL 34429
JULIE TAYLOR	5800 West Pine Circle Crystal River, FL 34429

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: CINDY GRIFFITH	705 W. 116 <sup>th</sup> Avenue Tampa, FL 33612
Sec./Treas.: LURLINE ORENDER	16820 N. Livingston Avenue Lutz, FL 33549
Vice Pres.: SCOTT GRIFFITH	705 W. 116 <sup>th</sup> Avenue Tampa, FL 33612

#### ARTICLE VI

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.

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 any candidate for public office.

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).

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 VII**

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 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 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 VIII**

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

### **ARTICLE IX**

The name and street address of the corporation's initial registered agent is: **KEITH R. TAYLOR, at 530 N. Suncoast Blvd., Crystal River, FL 34429.**

### **ARTICLE X**

The name and address of the Subscriber and Incorporator of this corporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
CINDY GRIFFITH	705 W. 116 <sup>th</sup> Avenue Tampa, FL 33612

### **ARTICLE XI**

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of the corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person or persons, firms or corporation. Each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or herself or any other firm, association or corporation in which he or she may in any way be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without

regard to the fact that he or she is also a director of such subsidiary or controlled company.

#### **ARTICLE XII**

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 XIII**

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.

#### **ARTICLE XIV**

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.

#### **ARTICLE XV**

This corporation shall commence its existence on the date the charter for this corporation is approved by the Secretary of State.



I, the undersigned, being the Subscriber and Incorporator 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 5<sup>TH</sup> day of MAY, 2001.

Cindy Griffith  
CINDY GRIFFITH, Subscriber

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

**SWORN TO** and subscribed before me this 5<sup>th</sup> day of May, 2001, by Cindy Griffith, who signed the foregoing Articles of Incorporation and is:

✓ personally known to me, or  
has produced \_\_\_\_\_ as identification.

Julie K. Taylor  
NOTARY PUBLIC  
State of Florida

My commission expires:



FILED

01 MAY 25 PM 2: 20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned Registered Agent as set forth in Article IX of the foregoing Articles of Incorporation of:

**TIFFANY CHILDREN'S HOMELESS CENTER, INC.**


does hereby accept the designation of **KEITH R. TAYLOR**, of **530 N. Suncoast Blvd., Crystal River, Florida 34429**, as Registered Agent of said corporation. Having been named, and accepting the designation of Registered Agent, I hereby agree to comply with the provisions of all statutes relating to proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
KEITH R. TAYLOR  
Registered Agent

STATE OF FLORIDA  
COUNTY OF CITRUS

**SWORN TO** and subscribed before me this 8<sup>th</sup> day of May, 2001, by **KEITH R. TAYLOR**, who signed the foregoing Acceptance of Registered Agent and is:

☒ personally known to me, or  
\_\_\_\_\_ has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida

My commission expires:

