

No1000004378

TRANSMITTAL LETTER

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

SUBJECT: Verbal Milk, Inc.
(Proposed corporate name - must include suffix)

200004432892--8
-06/20/01--01080--023
*****78.75 *****78.75

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
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy

FROM: Gregory P. Smith
Name (Printed or typed)

2730 Stanwood Avenue
Address

Jacksonville, Florida 32207-4628
City, State & Zip

(904) 396-0135
Daytime Telephone number

FILED
01 JUN 00 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

06/22

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

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TALLAHASSEE, FLORIDA

ARTICLE I

Name

Verbal Milk, Inc.

ARTICLE II

Principal place of business and mailing address

2730 Stanwood Avenue
Jacksonville, Florida 32207-4630

ARTICLE III

Purpose(s)

To accomplish the purpose of the Corporation, as so stated, Verbal Milk, Inc. will receive and maintain a fund of funds or real or personal property, or both, and subject to the restrictions and limitations hereafter set forth, to use and apply the whole or any part of the income there from, and the principal thereof, exclusively for charitable, scientific, literacy, or education purposes either directly or by contribution to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code 1986 and its Regulations as they now exist or as they may hereafter be amended.

INUREMENT OF INCOME: No part of the net earnings of the corporation shall Inure to benefit of, or be Distributable to, its members, trustees, officers or other private persons
Except that the corporation shall be authorized and empowered to pay
Reasonable compensation for services rendered.

LEGISLATIVE OR POLITICAL ACTIVITIES: 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.
(Including the publishing or distribution of statements) any political
Campaign on behalf of any candidate for public office.

OPERATIONAL LIMITATIONS: Notwithstanding any other provisions 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 1986 (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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

DISSOLUTION CLAUSE: Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manners, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county, in which the principal office of the corporation is then located, exclusively for such purposes of to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

The Corporation will exist to serve the community by increasing the delivery of financial literacy, affordable housing with comprehensive homeownership education and counseling, primarily for low and moderate-income homeowners.

ARTICLE IV

Manner of election of directors

All of the directors will be appointed to form this corporation.

- (1) The number of Directors of Verbal Milk, Inc. shall be no more than Nine (11).
- (2) The Term of each Director shall be specified at the time of his or her election, and each Director shall hold office until his or her successor is elected and qualified or until his or her resignation, removal from office or death.
- (3) In order to create staggered terms, there shall be (3) Directors serving three-year terms, Three (3) Directors serving Two-year terms, and Three (3) Directors serving one-year terms Thereafter, each Director shall serve two-year terms. There shall be no limit on the number of consecutive terms a Director may serve.

ARTICLE V

Limitation of corporate powers

The Board of Directors and Officers of the Corporation shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any actual or threatened action or proceeding (including civil, criminal, administrative or investigative proceedings) arising out of their authorized service to the Corporation or to another organization at the Corporation's request. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect to such service to the extent authorized at any time by the Board. The Provisions of this section shall be applicable to

actions or proceedings commenced after the adoption hereof, and to persons who have ceased to be directors, officers, or employees and shall insure to the benefit of their heirs, executors and administrators. The Corporation may arrange for provision of indemnity insurance with respect to any obligation hereunder to the full extent permitted by law.

General Powers. The business and property of Verbal Milk, Inc. shall be managed and directed by the Board of Directors, the Executive Director, or by an Executive Committee and such other committees as the board may establish pursuant to their bylaws. The Board of Directors may: (1) hold meetings at such times and places as it thinks proper; (2) appoint committees on particular subjects from the members of the Board of Directors; (3) audit bills and disburse the funds of Verbal Milk, Inc.; (4) print and circulate documents and publish articles; (5) carry on correspondence; (6) employ agents; (7) devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of Verbal Milk, Inc.

ARTICLE VI

Initial registered agent and street address

Mr. Gregory P. Smith
2730 Stanwood Avenue
Jacksonville, Florida 32207-4630

ARTICLE VII

Incorporator(s)

Mr. Gregory P. Smith, 2730 Stanwood Avenue Jacksonville, Florida 32207

The undersigned incorporator has executed these Articles of Incorporation this
12th day of June, 2001.

(An additional article must be added if an effective date is requested)

Signature of Incorporator:

Gregory P. Smith

Mr. Gregory P. Smith

Typed name of incorporator signing

Notarization is not required

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA,
SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.**

1. The name of the corporation is:

Verbal Milk, Inc.

2. The name and address of the registered agent and office is:

**Mr. Gregory P. Smith
2730 Stanwood Avenue
Jacksonville, Florida 32207-4630**

01 JUN 20 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

*Having been named as registered agent and to accept services of the
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 obligations of my position as registered
agent.*

Gregory P. Smith
(SIGNATURE)

6-12-01
(DATE)