

TRANSMITTAL LETTER

N01000006356

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

SUBJECT: SPIRIT FOUNDATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

300004568563--0
-09/04/01--01113--016
*****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: DORIS J. MORRIS
Name (Printed or typed)

1142 SAN JOSE FOREST DR.
Address

ST. AUGUSTINE, FL 32080-5471
City, State & Zip

904-460-9542
Daytime Telephone number

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 SEP -4 PM 3:32

FILED



Doris Morris
1142 San Jose Forest Dr.
Saint Augustine, FL 32080-5471

gr 9/6

ARTICLES OF INCORPORATION
OF
SPIRIT FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is **SPIRIT FOUNDATION, INC.** (the "Corporation"). The principal address of the Corporation is **1142 San Jose Forest Drive, St. Augustine, Florida, 32080.**

ARTICLE II

PURPOSE

The Corporation is organized exclusively for charitable purposes, including, for such purposes:

(a) To assist developmentally disabled individuals to achieve the highest degree of independence and life choices through employment training and recreational opportunities.

(b) To carry on or engage in any other activity which the Corporation may deem proper or convenient in connection with the purposes hereinabove stated, provided, however, that the Corporation shall at all times be operated as a nonprofit organization as provided in Chapter 617, Florida Statutes.

(c) To have all the rights, privileges, powers and immunities available to corporations not for profit under the laws of the State of Florida and, anything herein to the contrary notwithstanding, the enumeration herein of the specific objectives and purposes of the Corporation shall not limit the powers of the Corporation to accomplish any approved charitable, scientific or educational purpose within the meaning of the Internal Revenue Code, Title 26, United States Code, and any regulations promulgated thereunder. All of the assets and earnings of the Corporation shall be used exclusively for the purposes herein set out, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no

substantial part of the activities of the Corporation shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

The purposes for which the Corporation is organized are exclusively charitable within the meaning of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, and interpretation to the contrary shall be declared null and void under these Articles.

ARTICLE III

MEMBERS

The members of the Corporation shall be those persons who from time to time shall be members of the Board of Directors of the Corporation in accordance with the terms of Article VI hereof.

ARTICLE IV

TERM OF EXISTENCE

The period of the duration of the Corporation shall commence upon filing of the Articles of Incorporation, and the Corporation shall have perpetual existence unless sooner dissolved as provided by law.

ARTICLE V

POWERS

Subject to the restrictions and limitations set forth in Article II, the Corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, and which are necessary and proper to carry out and perform any and all of the purposes for which the Corporation is organized.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs and business of the Corporation shall be managed under the direction of, a Board of Directors consisting of the number of persons as shall be specified from time to time, in the Bylaws of the Corporation; however, the company shall, at all times, have at least two (2) directors and no more than twenty-five (25) directors. The initial Board of Directors shall consist of those initial members specified in the Bylaws of the Corporation.

Said Board of Directors shall have the rights and duties of directors of corporations under Chapter 607, Florida Statutes. In the event one or more members are unable or unwilling to serve and resign as directors of the Corporation so that the remaining number of directors is less than two, the remaining member of the Board of Directors shall appoint, on a temporary basis, from among the residents of St. Johns County, Florida, such member or members sufficient to bring the number of directors to two, provided such temporary member or members shall be replaced as soon as the number of members willing to serve equals at least two members. All new directors shall be elected by a majority vote of the Board of Directors, except that the initial Board of Directors shall be as named in the Bylaws and shall serve until the first election thereof.

ARTICLE VII

MEETINGS

Meetings of the Board of Directors and the Officers of the Corporation shall be subject to the provisions of the Bylaws as they may from time to time be adopted by a majority vote of the Board of Directors.

ARTICLE VIII

OFFICERS

The officers of the Corporation shall consist of a president, secretary and treasurer, and such additional officers as may be designated in the corporate Bylaws. The duties of the officers shall be as set forth in the corporate Bylaws. The name and address of each person who is to serve as an initial officer of this Corporation are set forth below:

<u>Name</u>	<u>Position</u>	<u>Address</u>
DORIS MORRIS	President	1142 San Jose Forest Drive St. Augustine, FL 32080
TINA J. PUCKETT	Secretary	370 Biscayne Avenue St. Augustine, FL 32080
ELIZABETH SOUSA	Treasurer	604 Coral St. Augustine, FL 32084

ARTICLE IX

BYLAWS

Bylaws of the Corporation shall be adopted by the members, and thereafter may be altered, amended or rescinded by a majority vote of the members or the Board of Directors at a meeting duly called in accordance with the Bylaws, but provided that provisions of the Bylaws fixing the number of directors shall be made, altered, amended or rescinded only by a unanimous vote of members present.

ARTICLE X

AMENDMENTS

The Corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by an affirmative vote of the majority of the total number of members of the Board of Directors at any regular or special meeting of the Board of Directors, provided that written notice of the proposed amendment has been given each director ten (10) days prior to the meeting.

ARTICLE XI

STOCK AND DIVIDENDS PROHIBITED

The Corporation shall not have or issue shares of stock. No dividends shall be paid and no part of the income of the Corporation shall be distributed or inure to its directors, officers, or employees. The Corporation may only reimburse in a reasonable amount, its directors, officers and employees for services rendered, and funds expended by them on behalf of the Corporation. All assets, revenues and income, if any, of the Corporation shall be used exclusively for the payment of the obligations or projects, including the payment of the expenses incidental thereto, and

no part of the assets, revenues or income, if any, of the Corporation shall inure to the benefit of any private person, entity or individual.

ARTICLE XII

DISSOLUTION OR FINAL LIQUIDATION

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the organization is then located, exclusively for such purpose.

ARTICLE XIII

SUBSCRIBER

The name and residence of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Tina J. Puckett	370 Biscayne Avenue St. Augustine, FL 32080

ARTICLE XIV

REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial business office is 1142 San Jose Forest Drive, St. Augustine, FL, 32080.

The registered agent for service of process is DORIS MORRIS, 1142 San Jose Forest Drive, St. Augustine, FL, 32080.

The undersigned President of **SPIRIT FOUNDATION, INC.** has executed these Articles of Incorporation, this 30 day of AUGUST, 2001.


DORIS MORRIS

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

Pursuant to the provisions of Section 607.0501 or 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: **SPIRIT FOUNDATION, INC.**
2. The name and address of the registered agent and office is: **Doris Morris, 1142 San Jose Forest Drive, St. Augustine, FL, 32080.**

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


DORIS MORRIS

Date: AUGUST 30, 2001

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA