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Account Number : 103654001666
Phone : (941)639-1158
Fax Number : (941)639-0028

FLORIDA NON-PROFIT CORPORATION ANGEL'S FOUNDATION OF CHARLOTTE COUNTY, INC.

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ARTICLES OF INCORPORATION
of
ANGEL'S FOUNDATION OF CHARLOTTE COUNTY, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated as a charitable corporation under the laws of the State of Florida applicable to corporations not for profit, and we do make and subscribe the following Articles of Incorporation:

ARTICLE ONE
NAME AND ADDRESS

The name of this corporation shall be Angel's Foundation of Charlotte County, Inc.

The temporary address of the principal office of this corporation is: 35600 Bermont Road, Punta Gorda, Florida 33982

Its temporary mailing address is: 35600 Bermont Road, Punta Gorda, Florida 33982

ARTICLE TWO
PURPOSE

This is a non-profit corporation organized solely for general charitable and eleemosynary purposes pursuant to Chapter 617, Florida Statutes (1997).

(a) The specific and primary purpose for which this corporation is formed is as follows:

The Angel's Foundation of Charlotte County, Inc. will be a 501C3 Foundation and Charitable Non-Profit organization designed to improve upon the current charitable model. Its purposes is to help charities, churches, educational institutions, and other non-profits to acquire needed equipment and supplies on a more efficient basis through a web site based information program (www.angelattic.org). In addition, the foundation will raise endowment and grant money from three (3) programs to benefit the same non-profits.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable, educational and scientific purposes as will qualify it as an exempt organization under Internal Revenue Code Section 501 subdivision (c)(3), including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under section 501(c)(3) of the Code.

(c) This corporation shall have and exercise all rights and powers conferred on corporations

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not for profit under the laws of the State of Florida which are in effect at the time of filing of the Articles of Incorporation and specifically those powers set forth in Chapter 617, Florida Statutes (1996 Supp.) provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this Article Two. Additionally, this corporation shall have the power to purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this corporation; and to make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

(d) No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation, and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable purposes as the board of trustees shall determine under Internal Revenue Code Section 501 subdivision (c)(3), or as the same may be amended.

(e) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt to influence legislation.

(f) This corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(g) The corporation shall not engage in any act of self-dealing as defined in Section 4941 subdivision (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall not retain any excess business holdings as defined in Section 4943 subdivision (c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(i) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(j) The corporation shall not make any taxable expenditures as defined in Section 4945 subdivision (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(k) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the

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Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE THREE
REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The registered office and the street address for the initial registered office of the corporation is as follows:

35600 Bermont Road
Punta Gorda, Florida 33982

The name of its initial registered agent at such address is Brian Presley.

ARTICLE FOUR
TERM OF CORPORATION

The term for which this corporation shall exist shall be perpetual or until the corporation shall be dissolved in accordance with the provisions of law.

ARTICLE FIVE
QUALIFICATIONS OF MEMBERS

The qualifications of members, the manner of admitting members and classes of membership may from time to time be fixed and established in the Bylaws of the corporation.

ARTICLE SIX
SUBSCRIBERS TO CORPORATION

The names and residences of the subscribers to these Articles of Incorporation who are the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brian Presley	35600 Bermont Road Punta Gorda, FL 33982

ARTICLE SEVEN
BOARD OF DIRECTORS

The affairs of the corporation are to be managed by a Board of Directors comprised of not less than three individual members of the corporation and they shall be elected by the members at the annual meeting of the corporation, the number of directors and the time and place of the election of directors to be fixed and established in the Bylaws of the corporation from time to time. The

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Board of Directors annually shall elect from among the membership of said Board a Chairman and any other officers, as may be fixed and established in the Bylaws.

ARTICLE EIGHT
COMMITTEES

The Bylaws of the corporation may from time to time establish committees as well as their powers and duties. The Bylaws may further establish procedures for the election or appointment of members to the committees established therein.

ARTICLE NINE
OFFICERS

The Bylaws of this corporation may from time to time establish offices of the corporation, as well as their powers and duties. The Bylaws may from time to time fix and establish procedures for elections to fill the offices established therein. The names of the officers who shall serve until the first election pursuant to these Articles of Incorporation are the following:

President	Brian Presley
First Vice President	Tom Hamilton
Second Vice President	Michael Stampar
Secretary	Ron Thomas
Membership Secretary	
Treasurer	Ron Thomas

ARTICLE TEN
NUMBER CONSTITUTING THE FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be 6, and the names and residences of the persons who shall serve as directors until the first election hereunder are the following:

<u>NAME</u>	<u>ADDRESS</u>
Brian Presley	35600 Berimont Road Punta Gorda, Florida 33982
Ron Thomas	3670 Bal Harbor, Unit 2F Punta Gorda, Florida 33950
Michael Stampar	4490 Grassy Point Boulevard Punta Gorda, Florida 33952

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Tom Hamilton

499 Sorrento Court
Punta Gorda, Florida 33950

Robert S. Harris

1401 Sea Gull Court
Punta Gorda, Florida 33950

Randy Dunn

2211 Bermuda Street
Port Charlotte, Florida 33980**ARTICLE ELEVEN**
QUORUM

The bylaws of this corporation may from time to time fix and establish quorum requirements for general membership meetings. Quorum requirements shall never be less than 10% of the active membership as established by the bylaws. The bylaws of this corporation may also from time to time fix and establish procedures and requirements for proxy voting.

ARTICLE TWELVE
BYLAWS

The Board of Directors of this corporation shall have the power to make, adopt, alter, amend and rescind the Bylaws of the corporation in accordance with procedures as described therein.

ARTICLE THIRTEEN
AMENDMENTS

The Board of Directors of this corporation shall have the power to adopt amendments to these Articles of Incorporation by a majority vote of the directors then in office subject, however, to the statutory requirement for approval by and filing with the Secretary of State of the State of Florida.

ARTICLE FOURTEEN
DISTRIBUTION OF ASSETS ON DISSOLUTION

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. On the winding up and dissolution of this corporation, after payment of or adequate provision for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable, religious, educational, and scientific purposes and which has established its tax-exempt status under Section 501, Subdivision (c)(3) of the Internal Revenue Code. If this corporation holds any assets in trust, such assets shall be disposed of in such

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manner as may be directed by decree of the Circuit Court of the county in which this corporation's principal office is located, on petition therefore by any one of the last Board of Directors.

**ARTICLE FIFTEEN
NO STOCK ENTITY**

This Corporation shall be a no-stock entity. The corporation shall issue no stock or share certificates to its members.

We, the undersigned, constituting the incorporators of this corporation, and including all the persons named herein as the subscribers, for the purpose of forming this non-profit charitable and eleemosynary corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 28th day of June, 2002.

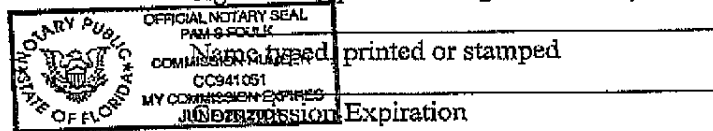
Brian Presley
Brian Presley, as Incorporator and Initial Subscriber

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 28th day of June, 2002 by Brian Presley, who () is personally known to me or () has produced _____ as identification.

Pam S. Faulk
Signature of person taking acknowledgment

(SEAL)



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**CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That Horticultural Society of Charlotte County, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Certificate of Incorporation, at City of Punta Gorda, County of Charlotte, State of Florida, has named:

Brian Presley

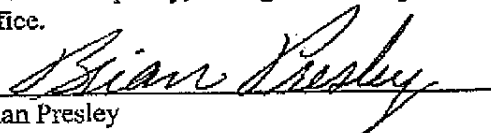
located at 35600 Bermont Road, Punta Gorda, Florida 33982, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

ANGEL'S FOUNDATION OF CHARLOTTE COUNTY, INC.

By: 
Brian Presley, President

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Brian Presley
Registered Agent