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Account Name : DAVID R. PATTERSON
Account Number : I20000000109
Phone : (407) 752-7720
Fax Number : (321) 752-7705

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FLORIDA NON-PROFIT CORPORATION

4 LADS LUKEMIA AND AIDS FOUNDATION INC

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
4 LADS LUKEMIA AND AIDS FOUNDATION, INC.**

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the Following Articles of Incorporation.

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JACKSONVILLE, FLORIDA

ARTICLE I- NAME

The name of the corporation shall be **4 LADS LUKEMIA AND AIDS FOUNDATION, INC.**

ARTICLE II- PURPOSE

The purposes for which the incorporation is organized are:

In particular, to have fundraisers for leukemia and AIDS persons.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986; or (2) of a corporation, Contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities. The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations there under.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except reasonable

allowance for services actually rendered to or for the corporation. The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501 (c) (3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations there under; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

Members of the corporation shall consist of:

- (a) Individuals serving as Directors of the corporation; such members shall be Voting members of the corporation.
- (b) To become a voting member of the corporation, an individual shall be elected to be a member of the Board of Directors of the corporation. When an individual ceases to be a member of the Board of Directors he shall cease to be a voting member of the corporation until such time as he again becomes a director or until such time as a majority of the Board of Directors vote to make the individual a voting member of the Corporation.
- (c) In addition to voting members of the corporation, the corporation may have advisory members who shall be nonvoting members of the corporation. All members of the Advisory Board of the corporation shall be advisory members, and shall be elected by a majority vote of the voting members of the corporation. Such nonvoting members of the corporation may be removed as provided in the Bylaws.

ARTICLE V - TERMS OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than ten (10) persons. The number of directors shall be fixed in the Bylaws of this corporation. Directors shall be elected as provided in the Bylaws of this corporation.

The officers of the corporation shall consist of a President, Secretary and Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual Meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
James E. Dunning	President
Darlene Dunning-Munson	Vice-President/Secretary/Treasurer
Timothy D Carberry	Vice-President

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be four (4), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
James E Dunning	321 Melbourne Ave. Indialantic, Florida 32903
Darlene Dunning-Munson	321 Melbourne Ave. Indialantic, Florida 32903
Timothy D Carberry	321 Melbourne Ave. Indialantic, Florida 32903

ARTICLE IX - BYLAWS

The Bylaws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the members at the annual meeting of the Members or at a duly called meeting of the members in accordance with the Bylaws.

ARTICLE X – AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI – DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets of the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XII – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

519A N Harbor City Blvd.
Melbourne FL 32935

The name of the initial registered agent of this corporation shall be:

David R. Patterson

ARTICLE XIII – CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be:

1212 E Strawbridge Ave
Melbourne FL 32901

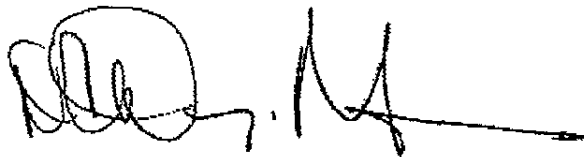
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ARTICLE XIV- INCORPORATOR

The following is the name and street address of the incorporator signing these Articles

Darlene Dunning-Munson
321 Melbourne Ave
Indialantic FL 32903

IN WITNESS WHEREOF, I have set my hand and seal this 13th day of March, 2003.

A handwritten signature in black ink, appearing to read 'Darlene Dunning-Munson', with a long horizontal line extending to the right.

Darlene Dunning-Munson

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CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/ REGISTERED OFFICE

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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: G.R.A.T.E. HOMES, INC.
2. The name of the registered agent and office is:
DAVID R. PATTERSON
519 A HARBOR CITY BLVD.
MELBOURNE FL 32935

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.


Signature