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**FLORIDA NON-PROFIT CORPORATION**

**OPERATION SHOEBOX OF FLORIDA, INC.**

Certificate of Status	1
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
03 MAR 27 AM 7:43**ARTICLES OF INCORPORATION****OF****OPERATION SHOEBOX OF FLORIDA, INC.  
(A Corporation Not For Profit)**

We, the undersigned, for the purpose of forming a corporation for charitable and philanthropic purposes under Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation:

**Article I. Name and Principal Office**

The name of this corporation shall be Operation Shoebox of Florida, Inc. (the "Corporation"), and it shall have a principal address of P.O. Box 311535, Tampa, Florida 33680-1535.

**Article II. Term of Existence**

This Corporation shall exist perpetually, commencing on the date these Articles are filed with the Florida Secretary of State.

**Article III. Purpose**

This Corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to make distributions of income to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), and to take any other action which, from time to time, shall seem expedient to the Directors of this Corporation and which shall further the said purposes, including the following:

a. To encourage United States citizens to support their fighting men and women deployed overseas.

b. To provide supplies, products and goods including without limitation, items for bathing and personal hygiene, powdered drinks, writing utensils and other products for personal use which are not otherwise easily accessible to the men and women of the United States Armed Forces who are serving overseas during times of peace and conflict.

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c. To do all acts and things requisite, necessary, proper, and desirable to carry out and further the objectives for which the Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the of the State of Florida applicable to corporations of this character, including, but not limited to, the powers described in Section 817.0302 of the Florida Statutes, as amended, subject however to the requirements of any other applicable law and the other limitations provided in these Articles of Incorporation, or in the Corporation's Bylaws.

d. Notwithstanding any other provisions of these Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

#### Article IV. Powers

a. This Corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this Corporation is organized. Payments from and distributions of the corporate assets shall be made in furtherance of said purposes only, but donations, gifts and grants may be made to other to other nonprofit corporations, foundations, associations and organizations at any time existing or operated exclusively for said purposes, whether within or without the State of Florida.

b. Subject to the restrictions and limitations set forth in Articles III, the Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

#### Article V. Membership

This Corporation shall have no members.

#### Article VI. Registered Office and Registered Agent

The initial registered agent, and the street address of the initial registered office, shall be Peggy Chiasson, 1007 East Ellicott Street, Tampa, Florida 33603.

#### VII. Board of Directors

a. The business affairs of this Corporation shall be managed by the Board of Directors ("Directors"). The Directors shall be elected as provided in this Corporation's Bylaws ("Bylaws").

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- b. The term of service of each Director shall be one year.
- c. The number of Directors may be changed from time to time, by amendment to the Bylaws, but shall never be fewer than three.

#### **Article VIII. Bylaws**

- a. The power to adopt Bylaws for this Corporation, to alter, amend, or repeal said Bylaws, and to adopt new Bylaws shall be vested in the Board of Directors of this Corporation.
- b. The Bylaws of this Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided that the Bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida, or of the United States.

#### **Article IX. Subscribers**

The names and addresses of those subscribing to the Articles of Incorporation, as filed, are as follows:

- a. Peggy Chiasson  
1007 E. Ellicott Street  
Tampa, FL 33603
- b. Vanessa A. Gray  
28910 Midnight Star Loop  
Wesley Chapel, FL 33543
- c. Beverly Morrow  
1106 E. Ellicott St.  
Tampa, FL 33603
- d. David Scott Banghart  
918 E New Orleans Ave.  
Tampa, FL 33603
- e. Stan Lasater  
913 E. New Orleans Ave.  
Tampa, FL 33603

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**CERTIFICATE DESIGNATING REGISTERED AGENT**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That Operation Shoebox of Florida, Inc., desiring to organize under the laws of the State of Florida, has named Peggy Chiasson, 1007 East Ellcott Street, Tampa, Florida 33603, as Registered Agent, accept service of process within the State of Florida.

DATED as of the \_\_\_\_ day of March, 2003.

By: Peggy L. Chiasson  
Peggy Chiasson, Subscriber

By: Vanessa A. Gray  
Vanessa A. Gray, Subscriber

By: Beverly C. Morrow  
Beverly Morrow, Subscriber

By: David Scott Banghart  
David Scott Banghart, Subscriber

By: Stan Lasater  
Stan Lasater, Subscriber

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above named corporation at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, and all other statutes relative to the proper and complete performance of my duties as registered agent.

Peggy L. Chiasson  
Peggy Chiasson, Registered Agent

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Article X. Use of Income

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, officer, director, or other private individual (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the Corporation and reimburse individuals for reasonable expenses incurred for the benefit of the Corporation), and no member, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Article XI. Prohibited Activities

Notwithstanding any other provision in these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as that Section may from time to time be amended.

Article XII. Dissolution

Upon dissolution of this Corporation, all of its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or as that Section may from time to time be amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or director of this Corporation.

Article XIII. Non-Stock Basis

This Corporation is organized upon a non-stock basis.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hand and seal as of March \_\_, 2003, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.

Peggy A. Chiasson  
Peggy Chiasson

Vanessa A. Gray  
Vanessa A. Gray

Beverly A. Morrow  
Beverly Morrow

David Scott Banghart  
David Scott Banghart

Stan Lasater  
Stan Lasater

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