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From:

Account Name : GRAY, HARRIS & ROBINSON, P.A. - ORLANDO
Account Number : 120010000078
Phone : (407)843-8880
Fax Number : (407)244-5690

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FLORIDA NON-PROFIT CORPORATION

HUGS FROM ANNE, INC.

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ARTICLES OF INCORPORATION
OF
HUGS FROM ANNE, 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*.

I. ARTICLE - NAME

The name of the corporation shall be **HUGS FROM ANNE, INC.**

II. ARTICLE - PURPOSES

The purposes for which the corporation is organized are:

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 specific purposes of this Corporation shall be to: (i) raise funds for the purchase of stuffed animals and related items to be donated to children with cancer and other serious illnesses; and (ii) engage in such other charitable endeavors as determined by its Board of Directors from time to time.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). 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

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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 thereunder.

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

III. ARTICLE - 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

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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 thereunder; 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.

IV. ARTICLE - 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 by a majority vote of the Board of Directors to be a voting member of the corporation. When an individual ceases to be a member of the Board of Directors he or she shall cease to be a voting member of the corporation until such time as he or she 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 By-laws.

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V. ARTICLE - TERM OF EXISTENCE

The corporation shall have perpetual existence.

VI. ARTICLE - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) persons nor more than nine (9) persons. The number of directors shall be fixed in the By-Laws of this corporation. Annual appointments will be held on the 31st day of December, of each year or such other date as selected by the Board of Directors. Provided, however, Mary Salbach shall be a member of the Board of Directors unless or until such time as she is unwilling or unable to serve. The remaining members of the Board of Directors shall be appointed by the President of this corporation.

The officers of the corporation shall consist of a President, Vice President and Secretary/Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following such officer's election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Provided, however, Mary Salbach shall serve as President unless or until such time as she is unwilling or unable to serve. 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, such vacancy shall be filled by an individual appointed by the President to fill the vacancy for the unexpired term.

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ARTICLE - 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>
Mary Salbach	President
Richard Salbach	Vice President
Janine Salbach	Secretary/Treasurer

VII. ARTICLE - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first appointment under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Mary Salbach	2331 Leaf Court Sanford, Florida 32771
Richard Salbach	2331 Leaf Court Sanford, Florida 32771
Janine Salbach	2331 Leaf Court Sanford, Florida 32771

VIII. ARTICLE - BY-LAWS

The By-Laws 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 By-Laws.

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IX. ARTICLE - AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

X. ARTICLE - 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 or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

XI. ARTICLE - INITIAL REGISTERED OFFICE AND AGENT

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

2331 Leaf Court
Sanford, Florida 32771

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

Mary Salbach

XII. ARTICLE - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

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

c/o Mary Salbach
2331 Leaf Court
Sanford, Florida 32771

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XIII ARTICLE - INCORPORATOR

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

Mary Salbach
2331 Leaf Court
Sanford, Florida 32771

IN WITNESS WHEREOF, I have set my hand and seal this 30th day of April, 2003.

Mary Salbach
Mary Salbach

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MAY-01-2003 15:11

GRAY HARRIS

407 244 5690 P.09

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of HUGS

FROM ANNE, INC., I hereby accept and agree to act in this capacity.

Mary Salbach
Mary Salbach

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