

NO3000004284

Alice Carter

111 N. Bayshore Blvd C-4
Clearwater, FL 33759

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

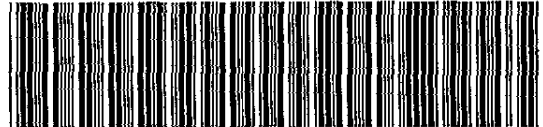
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file
for
Rose

T. SMITH MAY 21 2003

Corporate Records Bureau
Division of Corporations
Department of State
P O Box 6327
Tallahassee, FL 32301

RE: A Gift For Teaching of Pinellas, Inc.

Gentlemen:

Enclosed are the original and a copy of the Articles of Incorporation for the above referenced company and a copy of the Certificate of Domicile.

Also enclosed is our check in the amount of \$70.00 to cover the various fees. Please send an acknowledgment of receipt of this money.

Very truly yours,

A handwritten signature in cursive script that reads "Alice S. Carter".

Alice S. Carter

Articles of Incorporation
Of
A Gift For Teaching of Pinellas, Inc.

KNOW ALL THESE PERSONS BY THESE PRESENTS:

That I, The Undersigned, natural person of the age of eighteen (18) or more, acting as incorporator of a nonprofit corporation under the laws of the Florida Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation for such nonprofit corporation.

Article One

The name of the nonprofit corporation is A Gift For Teaching of Pinellas, Inc. (hereinafter the "Corporation").

Article Two

The Corporation is a nonprofit corporation.

Article Three

The period of the Corporation's duration is perpetual.

Article Four

The purposes or which the Corporation is formed are to do any and all things hereinafter mentioned including, but not limited to, the following, to wit:

A. This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. More particularly, the purpose of this corporation is:

B. SPECIFIC PURPOSE: The specific purpose for which this corporation is organized and intends to actually engage in this State, which shall not limit the character of the exempt activities which this corporation may ultimately conduct are as follows:

- 1) To operate a "Free Store" for teachers. The Corporation will collect surplus items from the community including but not limited to, pens, pencils, crayons, glue, notebooks, lined paper, backpacks, clothing, books, incentive items, musical instruments, craft supplies, and sports equipment. The store will distribute them to teachers who will shop regularly at no cost.
- 2) The Corporation will carry out any and all activities to provide educational resources to children in poverty.

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TALLAHASSEE, FLORIDA

Alice Carter

- (a) Such services will be provided in such a manner that no part of the net earnings of the Corporation shall inure to the benefit, or be distributable to its members, trustees, officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth with in these Articles of Incorporation and its Bylaws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on or on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on 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.
- (b) In the event that any individual, firm, corporation or other organization, by last will and testament, deed or writing shall give, devise or bequeath to the corporation funds, securities or other properties, and therein shall designate one or more limited purposes (within the scope of the general purposes set forth within these Articles of Incorporation), to which the whole or a portion of the principal or income or both, of such gift, is to be applied by the Corporation to the achievement of such purposes, the Board of Directors shall have power to accept such gift or gifts strictly in accordance with the provisions of said last will and testament, deed or other writing. In no event and under no circumstances, however, shall the Board of Directors accept any such gift or undertake the administration or distribution thereof, if the limited purpose or purposes to which the principal or income, or both, is to be applied and distributed, shall not be within the scope of the general purposes set forth within these Articles of Incorporation.
- (c) Subject to the provisions of these Articles of Incorporation, to acquire, receive, purchase, take by gift, grant, devise, bequest, or otherwise, real, personal, or mixed property of every kind and description, wheresoever the same may be situated and without limit as to amount, including, but without limiting the generality of the foregoing, money, land, building, mortgages, stock debentures, other securities, bills, notes, claims, or other interests in any property which may be necessary or convenient for the conduct of the purposes of the Corporation; to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise deal with the same at its pleasure; to borrow money from any person, firm or corporation and to issue notes or obligations of the Corporation and to secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of the Corporation; to retain employees, independent contractors and consultants, for the purpose of performing the purposes of the Corporation; to maintain adequate and complete books and records of all such purposes and to own and hold such real and personal property as will be useful or necessary to the successful operation of the foregoing activities.
- (d) The Corporation shall have the power to do and perform all things whatsoever set out within these Articles of Incorporation, which are necessary, or incidental to the accomplishment of the purposes set forth herein.

Alice A. Carter

Article Five

The street address of the initial registered office of the Corporation is, 1111 North Bayshore Blvd., Suite C-4 Clearwater, FL 33759 and the name of the corporation's initial registered agent at such address is Alice S. Carter.

Article Six

The street address of the Principal place of business is: 1111 North Bayshore Blvd., Suite C-4 Clearwater, FL 33759.

Article Seven

The Corporation shall have not less than one (1) or more than fifteen (15) directors, as the Board of Directors shall determine from time to time. The method of electing Directors shall be as set forth in the Bylaws of the Corporation. The number of trustees constituting the first board is 1, and the name and address of the person who is to serve as such trustee is:

Alice S. Carter
1111 North Bayshore Blvd., Suite C-4
Clearwater, FL 33759.

Article Eight

The name and the street address of the incorporator is Alice S. Carter 1111 North Bayshore Blvd., Suite C-4 Clearwater, FL 33759.

Article Nine

The Corporation shall not have voting members.

Article Ten

The Corporation is organized under the Laws of the State of Florida, which shall govern all relationships between the Corporation and its employees, officers and creditors.

Article Eleven

- (a) **INDEMNIFICATION:** The Corporation shall indemnify every corporate agent as defined in, and to the full extent otherwise permitted by law. A trustee or officer shall not be personally liable to the Corporation for damages for breach of any duty owed to the Corporation, its beneficiaries or its Board of Trustees, except that nothing contained herein shall relieve a trustee or officer from liability for any breach of a duty based on an act or omission: (a) in breach of such person's duty of loyalty to the Corporation, (b) both in good faith or involving a knowing violation of law; or (c) resulting in receipt by such person of an improper personal benefit.

Alice S. Carter —

Article Twelve

Dissolution: Upon dissolution of the Corporation, the Board of Directors, acting as trustees in liquidation, shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation to, or to such other organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as the Board of Directors shall designate, provided that, as of the date of such disposition, no such entity shall be entitled to receive assets in dissolution of the Corporation unless such entity is exempt from federal income tax under Section 501 (c) (3) of the Code. Any assets not so distributed shall be disposed of by the state district court, in its discretion, shall deem best able to accomplish the charitable, scientific, religious, or educational purposes of the Corporation, preferably in such a manner as to further the Corporation's goal of providing charitable services.

Article Thirteen

ANNUAL MEETING: The annual meeting of the Board of Directors is to be held at a place either within or without this State as fixed by the Bylaws.

Article Fourteen

FISCAL YEAR: The fiscal year of the Corporation shall end on December 31st of every year.

IN WITNESS WHEREOF, I, the undersigned incorporator, have set my hand, this 9th day of May 2003.

Alice S. Carter
Alice S. Carter, Incorporator

Date May 9, 2003

STATE OF FLORIDA
COUNTY OF Pinellas

I hereby certify, that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Alice S. Carter, known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 9th day of May 2003

Linda B. Melaney
NOTARY PUBLIC

My Commission Expires  Linda B. Melaney
My Commission DD187259
Expires February 24, 2007

Having been named as registered agent to accept service of process for the above stated corporation, A Gift For Teaching of Pinellas, Inc., at the place designated in this certificate, I am familiar with and accept appointment as registered agent and agree to act in this capacity.

Alice S. Carter

Alice S. Carter, Registered Agent

May 9 2003
Date

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TALLAHASSEE, FLORIDA