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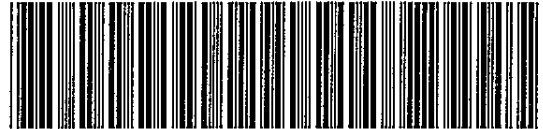
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LAW OFFICES
VIHLEN & SILLS, P.A.
1173 SPRING CENTRE SOUTH BOULEVARD, SUITE C
ALTAMONTE SPRINGS, FLORIDA 32714
(407) 786-2200

SIDNEY L. VIHLEN, III
PAUL M. SILLS
STEPHANIE L. BRENNAN

PLEASE REPLY TO:
POST OFFICE BOX 161554
ALTAMONTE SPRINGS, FLORIDA
32716-1554
TELECOPIER (407) 786-2247

December 12, 2003

Department of State
Division of Corporations
Attn: New Filing
409 East Gaines Street
Tallahassee, Florida 32314

RE: Filing Articles of Incorporation/Mission 5:17, *Inc.*

Dear Sir/Madam:

Enclosed, please find the original Articles of Incorporation of Mission 5:17, for filing with your office. *Inc.*

Additionally, enclosed, you will find a check made payable to The Department of State, Division of Corporations, in the amount of \$78.75, representing the corporate filing fee.

Please forward to our office a certified copy of the duly filed Articles of Incorporation. If you have any questions regarding this matter, please contact our office at (407) 786-2200. Thank you for your assistance with this matter.

Sincerely,

VIHLEN & SILLS, P.A.


Paul M. Sills

PMS/sab
enclosures

ARTICLES OF INCORPORATION

OF

MISSION 5:17, Inc.

I, the undersigned, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the offices of the Secretary of State of the State of Florida.

ARTICLE I CORPORATE NAME

The name of this Corporation shall be:

MISSION 5:17, Inc.

ARTICLE II CORPORATE PURPOSES AND POWERS

Section 1. Purposes:

- (a) The general purpose of the Corporation is to receive, administer and distribute funds for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (herein referred to as the "Code"). These charitable purposes shall include collection and distribution of funds for religious and charitable purposes.
- (b) To carry out its general purposes, the Corporation may disburse funds for any religious or charitable purpose that the Corporation, by a determination of a majority of the Board of Directors, may designate. The Board of Directors, in its sole discretion, shall determine the criteria by which distributions shall be made and any and all conditions to be attached to each donation.

Section 2. Powers:

- (a) The Corporation's purposes, as herein stated, shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501(c)(3) of the Code. To this end, the Corporation shall have the following powers:
 - (1) To acquire, own, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal; to borrow money, contract debts and issue bonds, notes and debentures; and to secure the payment or performance of its obligations by pledging its assets;
 - (2) To receive property by gift, devise or bequest, subject to the laws regulating the transfer of property by gift or will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;

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- (3) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation, other body politic or with any colony, dependency or agency of any of the foregoing; and
 - (4) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated above or for the protection and benefit of the Corporation.
- (b) Notwithstanding any powers granted to the Corporation by these Articles, the Bylaws of the Corporation or the laws of the State of Florida, the following limitations of power shall apply and be paramount:
 - (1) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable and religious purposes as herein defined), and no member, director or 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;
 - (2) No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation;
 - (3) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; and
 - (4) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Sections 170(c), 170(c)(2), 2055(a) or 2522(a) of the Code.
- (c) Except as may otherwise be provided herein, the Corporation shall have all of the corporate powers enumerated in Section 617.0302 of the Florida Statutes, as the same may be amended from time to time.

ARTICLE III **MEMBERS**

- (a) The initial members of the Corporation shall be the following individuals, who subscribe to the Corporation's purposes:

Matthew T. Crofton
3955 Coverly Court
Longwood, Florida 32779

William L. Crofton
3955 Coverly Court
Longwood, Florida 32779

The initial Members may, but shall not be required to, elect additional Members for the term specified therein, who shall be individuals who subscribe to the Corporation's purposes as set forth herein.

- (b) Each Member shall have one (1) vote with respect to all matters as to which Members are entitled to vote. Except as may otherwise be specifically provided herein, a majority vote of Members entitled to vote shall prevail.
- (c) The Members shall elect the Board of Directors and shall have the power to elect Directors to fill any vacancies on the Board of Directors. The Members shall have the power to remove any Director, with or without cause.
- (d) Upon the last Member failing to qualify as a Member or, having qualified, ceasing to act as a Member of the Corporation for any reason, the Corporation shall cease to have Members, and the Board of Directors shall succeed to all of the powers, rights and duties of the Members including, without limitation, the power to elect the Board of Directors and to remove a Director, as provided in the Corporation's Bylaws.
- (e) The fact that a person is a Member or Director shall not preclude such person from acting as an employee of the Corporation and receiving compensation therefore.

ARTICLE IV **EXISTENCE**

The Corporation shall have perpetual existence.

ARTICLE V **DISSOLUTION**

Upon the dissolution of the Corporation or upon the Corporation winding up its affairs, the assets of the Corporation shall be distributed exclusively to such charitable or religious organizations, consistent with the Corporation's purposes as set forth in Section 1(a) of Article II of these Articles, which then qualify under the provisions of Section 501(c)(3) of the Code, as a majority of the Board of Directors shall determine.

ARTICLE VI **DIRECTORS**

The affairs and property of the Corporation shall be managed and governed by a Board of Directors composed of not less than one (1) nor more than five (5) persons, as shall be determined by the Members from time to time.

ARTICLE VII **OFFICERS**

- (a) The Officers of the Corporation shall be the President, Vice-President, Secretary and Treasurer, or combined into one or more, who shall have such powers and duties as are set forth in the By-Laws. All officers of the Corporation shall be elected annually by the Board of Directors in accordance with the By-Laws, at the regular annual meeting of the Board of Directors. At such regular meeting, the Board of Directors shall elect any additional

officers, consistent with the Corporation's By-Laws, as it shall deem desirable. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The office of Secretary and Treasurer may be held by a professional management company or companies, including but not limited to a bank or trust company, and may be held by the same person or company.

- (b) Subject to the direction of the Board of Directors, the affairs of the Corporation shall be administered by the officers of the Corporation, who shall serve at the pleasure of the Corporation. One person may hold more than one office.

ARTICLE VIII **BY-LAWS**

The By-Laws of the Corporation shall initially be adopted by the Board of Directors, which By-Laws may be altered, amended or rescinded in accordance with the By-Laws at any duly called meeting of the Members of the Corporation. Upon the last Member failing to qualify or, having qualified, ceasing to act as a Member for any reason, the Board of Directors, by majority vote of all of the members thereof, may alter, amend or rescind the By-Laws, at any duly called meeting of the Board of Directors.

ARTICLE IX **AMENDMENTS TO ARTICLES**

- (a) Proposals for the alternation, amendment or rescission of these Articles of Incorporation shall be made by a resolution of the Board of Directors, directing that it be submitted to a vote at a special or annual meeting of the Members. Such proposals shall set forth the proposed alteration, amendment or rescission, shall be in writing, and shall be delivered to the President (or to the Vice-President in the event of the absence or disability of the President), who shall thereupon call a special meeting of the Members of the Corporation not less than ten (10) days, nor later than twenty (20) days from receipt of the proposed amendment unless the annual meeting of Members is less than twenty (20) days from receipt of the proposed amendment. The notice for the special or annual meeting shall be given in the manner provided in the By-Laws. The resolution shall be submitted to the Members for their vote. An affirmative vote of a majority of the Members of the Corporation shall be required for adoption of the requested alteration, amendment or rescission.
- (b) As an alternative procedure to that set forth in paragraph (a) above, the proposed amendment may be adopted if all of the Directors and Members eligible to vote sign a written statement manifesting their agreement to adopt the amendment.
- (c) Upon the last Member failing to qualify or, having qualified, ceasing to act as a Member for any reason, an amendment of these Articles of Incorporation shall require adoption by the majority vote of all of the members of the Board of Directors.

ARTICLE X **INDEMNIFICATION**

- (a) To the extent permissible under applicable law, but subject nevertheless to paragraphs (b) and (c) of Section 2 of Article II of the Articles of Incorporation, every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in

connection with any proceeding or any settlement thereof, to which he or she may be a party, or in which he or she may become involved, by reason of being or having been a director or officer at the time such expenses were incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance of malfeasance in the performance of his or her duties; provided that in the event of a settlement, the aforesaid right of indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation.

- (b) The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled under applicable law.
- (c) The Board of Directors may purchase liability insurance to insure all directors or officers, past or present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Corporation.

ARTICLE XI **ADDRESS OF CORPORATION**

The principal office of the Corporation shall be initially located at 3955 Coverly Court, Longwood, Florida 32779, but the Corporation may maintain offices, and transact business, in such other places within or without the State of Florida, as may from time to time be determined by the Board of Directors.

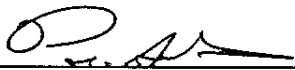
ARTICLE XII **REGISTERED AGENT AND REGISTERED ADDRESS**

Until a successor is named by the Board of Directors, the Registered Agent and Registered Address of the Corporation shall be:

Vihlen & Sills, P.A.
1173 Spring Centre South Boulevard, Suite C
Altamonte Springs, Florida 32714

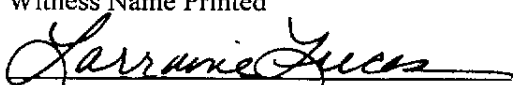
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 19th day of NOVEMBER, 2003.

Signed, sealed and delivered
in the presence of:



Witness Signature
Paul M. Sills

Witness Name Printed



Witness Signature
Lorraine Lucas

Witness Name Printed



MATTHEW T. CROFTON

Paul M. Sills
Witness Signature
Paul M. Sills
Witness Name Printed

Lorraine Lucas
Witness Signature
Lorraine Lucas
Witness Name Printed

William L. Crofton
WILLIAM L. CROFTON

STATE OF FLORIDA }
COUNTY OF SEMINOLE }

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, **MATTHEW T. CROFTON** and **WILLIAM L. CROFTON**, who are personally known to me or who have produced _____ as identification and who executed the foregoing Articles of Incorporation, and, having not taken an oath, acknowledged that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 19th day of NOVEMBER, 2003.

(SEAL)



Stacy A. Browning
Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept Service of Process for the for the above stated Corporation at the place designated in the Articles of Incorporation, 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.

DATED this 19th day of NOVEMBER, 2003.

VIHLEN & SILLS, P.A.
Registered Agent
1173 Spring Centre South Boulevard, Suite C
Altamonte Springs, Florida 32714
(407) 786-2200

Paul M. Sills
PAUL M. SILLS
Florida Bar Number: 0046760

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