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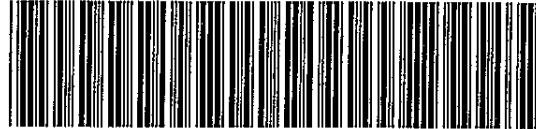
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: A Bethlehem Stable, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Melanie Cosentino
Name (Printed or typed)

163 SW Fenton Glen #A
Address

Fort White, FL 32038
City, State & Zip

386-758-5636
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: A Bethlehem Stable, Inc. (Hereinafter called, the Corporation).

ARTICLE II CORPORATE NATURE

This a nonprofit corporation, organized solely for charitable, educational, civic and social purposes pursuant to the Florida Not for Profit Corporation Act as forth in Section 617 of the Florida Statutes. The Corporation is organized exclusively for any lawful purpose to acquire and retain nonprofit status as set forth in the most current Internal Revenue Code, and to act and operate exclusively as a nonprofit corporation pursuant to the laws of the state of Florida, its municipalities, county governments, and the United States.

ARTICLE III PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be: 163 SW Fenton Glen #B, Fort White, Florida 32038, but meetings of the board and/or members as well as planned activities and programs may be held at such places as may be designated from time to time.

ARTICLE IV DURATION

The period of the duration of the corporation shall be perpetual unless dissolved according to applicable state law.

ARTICLE V PURPOSE

The Corporation is organized and operating for charitable and education and prevention of cruelty to animals purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and will operate as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.

Specifically, the Corporation has a mission of supporting and providing for research and programs into equine-assisted activities, therapies, and programs for individuals with emotional, mental, and physical conditions and disabilities and special needs; of supporting and providing education in equine care and management to promote self-esteem and confidence, individual choice and control, community responsibility and service, and to enhance the quality of life of troubled, at risk, and/or delinquent juveniles; and of assisting the public through education and specific activities with regard to the rescue, care, and placement of abused, neglected or abandoned equines.

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TALLAHASSEE, FLORIDA

ARTICLE VI **POWERS**

The Corporation shall have the power to use and apply the whole or any part of the income and assets of the corporation to activities related to the fields of interest of the corporation, including, but not limited to, the provision of use and application to be exclusively for charitable/educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code, as amended, and the regulations as promulgated hereunder as they now exist or as they may hereafter be amended, either directly or by contribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provisions of any subsequent United States revenue laws.

The Corporation shall have the power to acquire, own, lease, maintain, and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire hold, own, lease, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its Bylaws.

ARTICLE VII **LIMITATION OF POWERS**

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation as an organization described in applicable Internal Revenue Code which is other than a private foundation. These articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of this designation. The Corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

This corporation shall not carry on any activities not permitted to be carried on by a corporation exempt under this designation. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 in Article V.

ARTICLE VIII **MANNER OF ELECTION**

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall not be less than three. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial directors of the Corporation shall be as stated in the Bylaws.

ARTICLE IX **INITIAL DIRECTORS/OFFICERS**

The initial Board of Directors of the Corporation shall be appointed by the Incorporator at the organizational meeting of the Corporation.

ARTICLE X **MEMBERS**

The Corporation may have one or more classes of members, who shall be admitted to membership pursuant to such criterion and procedures as shall be stated in the Bylaws. The corporation shall not have membership certificates. The corporation shall not issue shares of stock. No member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under Law and applicable Internal Revenue Code, as amended.

ARTICLE XI **DISSOLUTION**

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax codes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII **LIABILITY AND INDEMNIFICATION**

It is intended that the directors, officers, members, or agents, successors or assigns, or any other such individual as would apply shall not be personally liable for the debts, liabilities, or other obligations (absent of fraud) of the Corporation. All such as mentioned shall be indemnified by the Corporation to the fullest extent permissible under the laws of the state of Florida and are immune from civil liability to the extent provided under Florida Statutes and other similar laws.

ARTICLE XIII **AMENDMENT**

The Board of Directors of the Corporation may amend the Articles of Incorporation as it may deem necessary for the conduct of its business and the carrying out of its purposes.

Upon written or oral notice, the Articles of Incorporation may be amended, altered, or rescinded by a majority vote of the Board of Directors of the Corporation, in accordance with procedures established by the Bylaws.

ARTICLE XIV BYLAWS

The Board of Directors of the Corporation may make, alter, amend or repeal the Bylaws of the Corporation as it may deem necessary for the conduct of its business and the carrying out of its purposes.

Upon written or oral notice, the Bylaws of the Corporation may be amended, altered, or repealed by a majority vote of the board of Directors of the Corporation.

ARTICLE XV VALIDITY OF PROVISIONS

Should any of the provisions or portions of these Articles or resulting Bylaws be held unenforceable, illegal or invalid for any reason, they shall be stricken and the remaining provisions and portions of these Articles and/or Bylaws shall be unaffected by such holding.

ARTICLE XVI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the Corporation's initial registered agent is: Gloria W. Lewis 11350 NW 15th Avenue, Branford, Florida 32008

ARTICLE XVII INCORPORATOR

The name and Florida street address of the incorporator of the Corporation is:

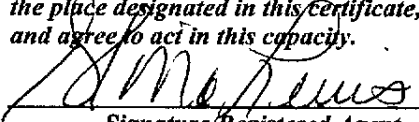
Melanie Cosentino
163 SW Fenton Glen #A
Fort White, Florida 32038

IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 23 day of January, 2004.

Melanie Cosentino
INCORPORATOR

A BETHLEHEM STABLE, INC.

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


Signature/Registered Agent

1/23/04
Date

Melanie Cosenfino
Signature/Incorporator

1-23-04
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA