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(((H05000153351 3)))

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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

THE PAPER AIRPLANES PROJECT, INC.

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W05000153351 3

**ARTICLES OF INCORPORATION
OF
THE PAPER AIRPLANES PROJECT, INC.**

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On this 20th day of June, 2005, the undersigned, being over the age of eighteen (18), pursuant to the Florida Corporations Not for Profit Act (Chapter 617, F.S.) (the "Act"), for the purpose of forming a not-for-profit corporation, states as follows:

ARTICLE I

The name of the corporation shall be THE PAPER AIRPLANES PROJECT, INC. (hereinafter the "Corporation").

ARTICLE II

The principal place of business and mailing address of this Corporation shall be 119 30th Avenue North, Saint Petersburg, Florida 33704. The initial registered agent shall be Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE III

The purpose or purposes for which the Corporation is organized is to operate exclusively for charitable, educational, scientific, and literary purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws); and within such limits: (a) develop resources and programs to promote and improve the well-being of children with terminal illnesses, (b) train and disseminate information to healthcare providers on ways to improve the quality of life for children living with terminal illnesses, and (c) consistent with the above, to exercise all powers available to corporations organized pursuant to the Florida Corporations Not for Profit Act.

ARTICLE IV

No part of the net earnings of the Corporation shall be distributed or inure to the benefit of any 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 in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

W05000153351 3

H05000153351 3

ARTICLE V

The term for which the Corporation shall exist is perpetual.

ARTICLE VI

The Corporation shall have no members.

ARTICLE VII

The affairs of the Corporation shall be managed by its Board of Directors. The number of board members (not less than three) and the manner of choosing those directors shall be fixed in the Bylaws of the Corporation.

ARTICLE VIII

The power to adopt, amend and repeal the Corporation's Bylaws is expressly vested in the Board of Directors.

ARTICLE IX

Except as provided in these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this Corporation, voluntary or involuntary, or by the operation of law, or upon amendment of the Articles of the Corporation:

(a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any subsequent federal tax laws).

(b) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its incorporators, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article III hereof.

(c) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or of otherwise attempting to influence legislation, unless Section

H05000153351 3

501(h) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws), shall apply to the Corporation, in which case the Corporation shall not normally make lobbying or grass roots expenditures in excess of the amounts therein specified. The Corporation shall not in any manner or to any extent 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 it engage in any "prohibited transaction" as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(d) Neither the whole, or any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in Article III hereof.

(e) In the event that the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any subsequent tax laws):

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(4) The Corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

(5) The Corporation shall not make any taxable expenditures that would subject it to tax under Section 4945(d) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) of the Internal Revenue of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

H05000153351 3

H05000153351.3

ARTICLE X

The members constituting the initial Governing Board and the names and addresses, of the persons who are to serve as the initial members are:

Becky Hines, Ph.D.
30622 Apawamis Drive
Sorrento, Florida 32776-9080

Lisa Moody
119 30th Avenue North
St. Petersburg, Florida 33704

Mary Ann Assiff
432 23rd Avenue North
St. Petersburg, Florida 33704

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ARTICLE XI

In the event of the dissolution of the Corporation when it has, or is entitled to, any interest in any funds or property of any kind, those funds or property or rights thereto shall not be transferred to private ownership, but the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, transfer those funds or property or rights thereto to an organization that is qualified as exempt from Federal income taxation under Section 501 of the Code, as the Board of Directors shall determine.

ARTICLE XII

The name and address of the Incorporator is Eric P. Facer, 1025 Connecticut Avenue, NW, Suite 610, Washington, D.C. 20036.

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 Brian Courtney
Asst. V. Pres.

Date


Signature/Incorporator

Date

H05000153351.3