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JUL 11 2005
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J. Shivers AUG 09 2005

105-23450

TRANSMITTAL LETTER

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

SUBJECT: Michael Gaines Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

FILED
SECRETARY OF STATE
JUL 11 11:59
05 AUG -8 PM 1:59

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:

Santana W. Johnson

Name (Printed or typed)

221 N. Hogan St. #343

Address

Jacksonville, FL 32202

City, State & Zip

904-635-8092

Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JUL 11 AM 9:36

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

ARTICLES OF INCORPORATION
OF
MICHAEL GAINES FOUNDATION, INC.

ARTICLE 1 - NAME

The name of the Corporation is **MICHAEL GAINES FOUNDATION, INC.**, (hereinafter "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 of any future federal tax code.

ARTICLE 3 - PROHIBITIONS

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 Second hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 4 - DIRECTORS

The Directors shall be elected by a majority vote of the Members of this Corporation.
The Directors of the Corporation shall be:

Michael Gaines
Shika D'Angelo
Jamul Bell

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Michael Gaines
Secretary:	Michael Gaines
Treasurer:	Michael Gaines

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ARTICLE 6 – PRINCIPAL OFFICE

The principal office of this Corporation is 14527 St. Georges Hill Drive, Orlando, FL 32828. The mailing address is 221 N. Hogan St. #343, Jacksonville, FL 32202.

ARTICLE 7 – INCORPORATOR

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

Santana Johnson
S.W.J. Financial Services, Inc.
221 N. Hogan St. #343
Jacksonville, FL 32202

ARTICLE 8 – TERM OF EXISTENCE

This Corporation shall have perpetual existence

ARTICLE 9 – CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 10 – QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 11 – VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 12 – LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 13 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is S.W.J. Financial Services, Inc., located at 221 N. Hogan St. #343, Jacksonville, FL 32202. The name and address of registered agent of this Corporation is S.W.J. Financial Services, Inc., located at 221 N. Hogan St. #343, Jacksonville, FL 32202.

ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

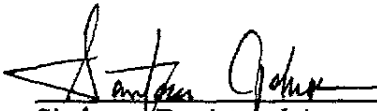
ARTICLE 15 – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

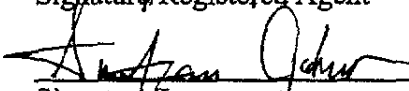
ARTICLE 16 – DISSOLUTION

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

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DIVISION OF CORPORATIONS
05 JUL 11 AM 9:36



Signature/Registered Agent



Signature/Incorporator

8/5/05
Date

8/5/05
Date

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SECRETARY OF STATE
DIVISION OF CORPORATIONS