

N050000/10659

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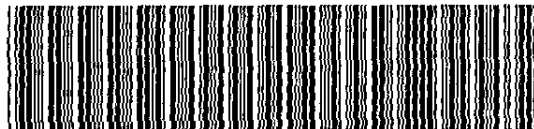
(Business Entity Name)

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05 OCT 14 AM 7:43
FBI - SEATTLE

11/18/05 10:54:22

TRANSMITTAL LETTER

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

SUBJECT: SUNRISE CHILDREN'S VILLAGE, 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

NON-PROFIT

\$35.00

FILING FEE

35⁰⁰

DESIGNATION

875

OF REGISTERED AGENT
CERTIFICATE OF STATUS

FROM:

JAMES D. ST CLAIR

Name (Printed or typed)

2074 OCEAN RIDGE CIRCLE

Address

VERO BEACH, FLA. 32963

City, State & Zip

772-778 4666 -EXT. 206

Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 27, 2005

JAMES D. ST CLAIR
2074 OCEAN RIDGE CIRCLE
VERO BEACH, FL

SUBJECT: SUNRISE CHILDREN'S VILLAGE, INC.
Ref. Number: W05000044622

We have received your document for SUNRISE CHILDREN'S VILLAGE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Ingram
Document Specialist
New Filings Section

Letter Number: 905A00058935

ARTICLES OF INCORPORATION
OF
SUNRISE CHILDREN'S VILLAGE, INC.
A Florida Corporation Not-for-Profit

FILED
05 OCT 14 AM 7:43
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a citizen of the United States, desires to form a non-profit corporation under the "Florida Not For Profit Corporation Act" (Chapter 617, Florida Statutes) and does hereby certify:

Article I

Name

The name of this Corporation shall be Sunrise Children's Village, Inc.

Article II

Principal Office

The street address of the initial principal office of the Corporation shall be 80 Royal Palm Pointe, Suite 203, Vero Beach, FL 32960.

Article III

Corporate Purposes

The Corporation shall be a nonprofit organization organized and operated exclusively for as an orphanage within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, and such purposes including to:

- A. provide, develop, and manage orphaned children (newborn to age eighteen);
- B. provide a healthy and safe environment;
- C. facilitate and assist the children in their public education, financially and emotionally;
- D. encourage cultural development within the orphanage village via instructional programs in art, music, and dance;
- E. coordinate vocational and job training programs for the older children; and
- F. teach the children the values of honesty, integrity and the respect of others.

Unless otherwise indicated, as used in this Article 3 and hereinafter, all references to the "Internal Revenue Code" or the "Code" are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

Article IV

Corporate Powers

Section 4.01. The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article III above. Specifically, no part of the

assets or the net earnings of the Corporation shall inure to the benefit of, or be distributable to any officer, member of the Governing Board, member of the Corporation, or any other person, 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 III above. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable.

Section 4.02. During any period that the Corporation is a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall:

(a) distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code;

(b) not engage or be involved in any act of self-dealing, as defined in Section 4941(d) of the Code, so as to give rise to any liability for the tax imposed by Section 4941(a) of the Code;

(c) not retain any excess business holdings as defined in Section 4943(c) of the Code, so as to give rise to any liability for the tax imposed by Section 4943(a) of the Code;

(d) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and

(e) not make any taxable expenditures, as defined in Section 4945(d) of the Code, so as to give rise to any liability imposed by Section 4945(a) of the Code.

Article V

Governing Board

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Governing Board. The number of members of the Governing Board shall be as stated in the Bylaws of the Corporation but shall consist of not fewer than three. Qualification for membership on the Governing Board and the manner in which each member is elected or appointed shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Governing Board shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

Article VI

Amendments

These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds of the voting members of the Corporation present at any annual or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of voting members of the Corporation whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those members of the Corporation who have not consented in writing.

Article VII**Dissolution**

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed (i) for one or more exempt purposes to any organization which shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 of the Code as applicable, (ii) to the federal government, or (iii) to a state or local government for a public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or, as the said court shall determine, to one or more such organizations as have been organized and operated exclusively for such purposes. None of the assets shall be distributed to any officer, member of the Governing Board, or member of the Corporation, or any other person or organization not described in the preceding sentence.

Article VIII**Registered Office and Registered Agent**

The street address of the Corporation's initial registered office and the name of its initial registered agent are as follows:

Daniel Dempsey

80 Royal Palm Pointe

Suite 203

Vero Beach, Florida 32960

Having been named as registered agent to accept service of process for the above-named corporation at the place designated in this document, I am familiar with and accept the

appointment as registered agent and agree to act in this capacity



Daniel Dempsey, Registered Agent

Article IX**Incorporators**

The name and address of the incorporator of the Corporation:

Name Address

James D. St. Clair 2074 Ocean Ridge Circle Vero Beach, FL 32963

IN WITNESS WHEREOF, we have executed these Articles of Incorporation of Sunrise Children's Village, Inc. on this 1st day of September, 2005.



James D. St. Clair, INCORPORATOR

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05 OCT 14 AM 7:44
CLERK OF STATE
TALLAHASSEE, FLORIDA