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12/02/05--01048--012 **78.75

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ALABAMASSEE, FLORIDA

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W05-53642

GERALD H. STEAD, P.A.
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November 16, 2005

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Re: The Holder House Project, Inc.

Dear Sir or Madame:

Enclosed are the original and a copy of Articles of Incorporation of the above corporation, resident agent form and check in the amount of \$78.75 for fees and taxes.

Please certify and return a copy of same at your earliest convenience.

Yours very truly,


GERALD H. STEAD

GHS:ajb

Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 6, 2005

GERALD H STEAD PA
1311 W FLETCHER AVE
TAMPA, FL 33612

SUBJECT: THE HOLDER HOUSE PROJECT, INC.
Ref. Number: W05000053646

We have received your document for THE HOLDER HOUSE PROJECT, 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):

Please verify if the name of the officer should be brian or brain. In one place you have it listed as brain, and another you have it listed as brian. Please make the names match throughout the document.,

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6929.

Justin M Shivers
Document Specialist
New Filing Section

Letter Number: 205A00070501

ARTICLE OF INCORPORATION

OF

THE HOLDER HOUSE PROJECT, INC.

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05 DEC 21 AM 8:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **THE HOLDER HOUSE PROJECT, INC.**

ARTICLE II

A. The objects and purposes for which this corporation is formed are:

- 1) To assist in the rehabilitation of juveniles.
- 2) To be established as a not for profit 501 (c) (3) corporation.
- 3) To purchase or otherwise acquire, hold and deal in real and personal property and any interest therein.

B. In the event of dissolution of the corporation, all of the property owned by it shall be distributed only for the purpose and objects hereinabove set out, and no member, director, officer, or private individual shall be entitled to share in the distribution of any of the assets. The assets shall be transferred to another 501 (c) (3) corporation.

ARTICLE III

This corporation shall have and exercise all powers necessary or convenient to effect any and all of the humanitarian, charitable, civic and educational purposes for which the corporation is organized.

ARTICLE IV

The members of this corporation shall consist of those persons and only those persons who join as subscribers to these Articles of Incorporation, and such other persons may from time to time be elected and admitted to membership by the Board of Directors of the corporation in accordance with the provisions of the Constitution and By-laws of the corporation.

ARTICLE V

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

The name of the subscribers of this corporation is:

BRIAN ESRY, President, Resident Agent, Director, 1224 E. Commanche Avenue, Tampa, FL 33604.

BONNIE GIFFORD, Vice President, Director, Secretary/Treasurer, 1224 E. Commanche Avenue, Tampa, FL 33624.

ARTICLE VII

The affairs of this corporation shall be managed (a) by the Board of Directors who shall be elected by the members of the corporation as provided in the constitution and By-laws of the corporation; and (b) by officers who shall be elected by the

members of the corporation from the membership. The officers thus to be elected shall be a President, Secretary-Treasurer, and Vice President, and not less than two (2) Directors. The duties of the respective Officers and the manner of filling vacancies in the offices of the corporation shall be provided in the Constitution and By-laws of the corporation.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the Constitution and By-laws of the corporation. The number shall not be less than two (2), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida. Directors shall be members of the corporation.

ARTICLE VIII

The names and addresses of the Officers of this corporation who, subject to these Articles and the Constitution and By-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation, or until an election is held by the members of this corporation for the election of permanent Officers, or until their successors have been duly elected and qualified are:

BRIAN ESRY - 1224 E. Commanche Avenue, Tampa, FL 33604.

BONNIE GIFFORD, - 1224 E. Commanche Avenue, Tampa, FL 33624.

ARTICLE IX

The names and addresses of the members of the first Board of Directors, who,

subject to these Articles, the Constitution and By-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by the members of the corporation of permanent Directors, or until their successors have been duly elected and qualified are:

BRIAN ESRY - 1224 E. Commanche Avenue, Tampa, FL 33604.

BONNIE GIFFORD, - 1224 E. Commanche Avenue, Tampa, FL 33624.

ARTICLE X

A. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Service Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

B. Notwithstanding any other provisions of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Sections 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

C. Said corporation is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions of organizations that qualify as exempt organizations under Section 501 (c) (3) of the

Internal Revenue of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE XI

The Bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part upon a majority vote of the entire membership of the Board of Directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, that amendments to the By-laws shall become effective only upon approval by the Board of Directors of **THE HOLDER HOUSE PROJECT, INC.**

ARTICLE XII

These Articles may be amended by resolution adopted by the majority vote of the members of the corporation present at any meeting of the members duly called and convened; provided, however, that unless ten (10) days advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each member prior to such meeting, these Articles may be amended only by resolution adopted by a majority vote of the members present at such meeting.

ARTICLE XIII

The street address of the initial registered office of this corporation is 1224 E. Commanche Avenue, Tampa, FL 33604 and the name of the initial registered agent of this corporation at this address is **BRIAN ESRY**.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation for the uses and purposes therein expressed this 12th day of December, 2005.

Brian Esry
BRIAN ESRY

Bonnie Gifford
BONNIE GIFFORD

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

WITNESS my hand and official seal in the county and state last aforesaid this
6th day of October, 2005.

AMY J. BUE
Notary Public, State Of Florida
My Commission Expires 11/06/2009
Commission No. DD 474402

Notary Public

Any time

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

WITNESS my hand and official seal in the county and state last aforesaid this
12th day of December, 2005.

AMY J. BUE
Notary Public



AMY J. BUE
Notary Public, State Of Florida
My Commission Expires 11/06/2009
Commission No. DD 474402

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT THE HOLDER HOUSE PROJECT, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF TAMPA, STATE OF FLORIDA, HAS NAMED BRIAN ESRY, 1224 E. COMMANCHE AVENUE, TAMPA, FL 33604, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Brian Esey
(CORPORATE OFFICER)
TITLE President
DATE December 12, 2005

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE Brian Esey
(RESIDENT AGENT)
DATE December 12, 2005

05 DEC 21 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED