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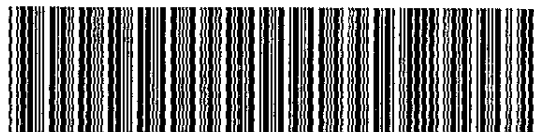
Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Russell Kitchens GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Spelling of Corp. Name  
DATE 1-9-06  
DOC. EXAM CB

Office Use Only



400062499614

01/15/06 01014--016 \*\*70.00

FILED

06 JAN -5 PM 8:30

SEC. OF STATE  
TALLAHASSEE, FLORIDA

CB 1-9-06

Department of State

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Enclosed are the copies or the application for Guardian Angles of S.W. Florida, Inc. to become a non profit agency within the State of Florida. Also included is the check for \$70 to cover filing fees.

If there are any questions or additions needed please have all questions and comments sent to Dr. Russell Kitching,  
1107 78<sup>th</sup> St. N.W., Bradenton, Florida 34209.  
(941) 746-2149 Day time phone.

Sincerely,

A handwritten signature in dark ink, appearing to read "Russell Kitching", with a stylized flourish at the end.

Dr. Russell Kitching

**ARTICLES OF INCORPORATION  
OF  
GUARDIAN ANGELS OF S.W. FLORIDA, INC.  
A Florida non-Profit Corporation**

FILED  
05 JAN -5 AM 8:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers, by these Articles, associate themselves for the purpose of forming a Corporation not-for-profit, pursuant to the laws of the state of Florida (Chapter 617, Florida Statutes, 1987), and hereby adopt the following Articles of Incorporation:

**Article I.**

The name of the Corporation is:

GUARDIAN ANGELS OF S.W. FLORIDA, INC.  
7597 Palmer Glen Circle  
Bradenton, Florida 34240  
a Florida non-profit Corporation.

**Article II.**

Duration

The corporation shall exist perpetually, unless sooner dissolved as authorized by law. Said Corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this Corporation shall commence existence upon the filing hereof with the Department of State.

**Article III.**

Purpose

The purposes and powers for which the Corporation is organized are:

1. To receive and maintain real or personal property, or both, and subject to the restrictions and limitation hereafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for charitable purposes.

### **Article III.**

#### Purpose continued

2. The powers of the Corporation include, but are not limited to, the solicitation, receiving, holding investing, administering, and disbursing of donated funds, gifts, grants, and any and all types of real and personal property; fund raising of any and all types including the sponsorship of special events and activities of every kind; the promotion, sponsorship, and conduct of research and scientific investigation and the application of scientific knowledge in the provision and services to individuals that demonstrates a need for housing, health care, education and/or training.
3. To facilitate and participate in the coordination of Christian based efforts to ensure that housing, medical, social services, educational and health services are provided to those individuals in need without duplication of services among existing agencies.
4. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 its purposes. No substantial part of the activities of the Corporation shall be the 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 any candidate for public office
5. 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 under section 501 (c )(3 ) of the Internal Revenue Code of 1986, as amended, or by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1986, as amended.

### **Article IV.**

#### Registered Agent

The name and address of the initial Registered Agent of the Corporation is  
Tracey Rentz  
617 20<sup>th</sup> Street East  
Bradenton, Florida 34208

## **Article V.**

### **Membership**

The Members of this Corporation shall be determined consistent with the Bylaws of this Corporation.

## **Article VI.**

### **Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) persons, and no more than twenty-five (25) persons, elected to membership on the Board in accordance with the By Laws of the Corporation. The initial Board of Directors shall be the following three persons:

	Name	Address
1.	Ben Carver President	7597 Palmer Glen Circle Bradenton, Florida 34240
2.	Ellen Sileo Vice President	4740 Cayo Costa Pl Bradenton, Florida 34203
3.	Jim Corbett Treasurer	1509 4 <sup>th</sup> Street West Palmetto, Florida 34221
4.	Marzena Murphy Secretary	4147 Banbury Circle Parrish, Florida 34219

## **Article VII.**

### **Devolution**

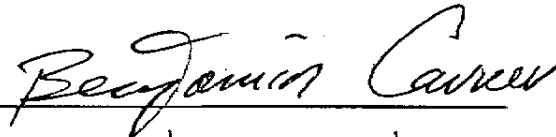
In the event of the dissolution of the Corporation, the Board of Directors, after paying or making provisions for the payment of all liabilities of the Corporation, shall distribute, in any proportions considered prudent, all the assets of the Corporation to such organizations(s) organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organizations(s) under section 501 (c )(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine.

## **Article VIII.**

### **Amendment**

These Article of Incorporation may be amended only by unanimous written consent of all Directors or at a validly called meeting when there is an affirmative vote of two thirds of the whole number of the Directors serving on the Board. No proposed amendment to the Articles of Incorporation may be considered at any meeting of the Board of Directors of the Corporation unless written notice of the meeting and a copy of the proposed amendment have been mailed or personally delivered to such Director at least ten days prior to the date of the meeting at which such amendment is considered.

IN WITNESS WHEREOF, we, the undersigned, being the original incorporators of this corporation, do certify that each of us is of full age and competent to contract and that at least one of the Directors named is a citizen of the United States of America. For the purpose of forming the proposed corporation above named to do business both within and without the State of Florida, and in pursuance of the Florida Not-for-profit Corporation Act, we do make, and file this Agreement, hereby declaring and certifying that the matters above state are our true agreement, and accordingly we have hereunto set our hands and seals this 4th day of October, 2005.

  
\_\_\_\_\_  
President Incorporation.

State of Florida  
County of Manatee

The foregoing instrument was acknowledged before me this \_\_\_\_ day of  
\_\_\_\_\_, 2005 by \_\_\_\_\_.

\_\_\_\_\_  
Notary Public  
My Commission Expires:

**ACCEPTIANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial registered agent of Guardian  
ANGELS of S.W. Florida, Inc. as made in the foregoing Articles of Incorporation.

Date: 10/11/05

Chacey Lentz  
Name

## Section 5

### Amendments

These Bylaws may be amended by the affirmative vote of a two-thirds majority of the members of the Board of Directors voting at any Regular or Special Meeting, provided notice of such amendment or amendments and the exact nature thereof shall be given to the members of the Board at least five (5) days prior to the date of the meeting at which said amendment or amendments are to be presented for consideration.

Adopted this the 4th day of October, 2005 in Bradenton, Manatee County, Florida.

Attest:

Date: 10/4/05

  
Secretary  
Board of Director