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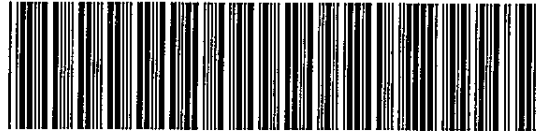
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DIVISION OF CORPORATIONS
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B. McKnight JAN 12 2006

COVER LETTER

January 6, 2005

Department of State
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301-5020

SUBJECT: Armor Bearer Inc.

Enclosed please find the original and one (1) copy of the Article of Corporation, and a check in the amount of \$78.75.

Thank you.

**Articles of Incorporation
of
Armor Bearer Inc.
A Non-Profit Corporation**

Pursuant to the provision of the Nonprofit Corporation Act of this state, the undersigned incorporators hereby adopt the following Articles of Incorporation:

**Article 1
Corporation Name**

The name of this corporation is; **Armor Bearer Inc.**

**Article 2
Principal Place of Business & Mailing Address**

The principal place of business and mailing address of the corporation is;

4611 Pearl Street
Jacksonville, Florida 32206

**Article 3
Purpose**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501 (c)(3) of the Internal Revenue Code of the United States, including for such purposes, the making of distributions to organizations that qualify as exempt organization under Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Armor Bearer Inc.'s purpose is to organize and engage in all lawful acts of providing emergency housing and shelter due to natural disaster, and/or other causes. Provide utility and rental assistance to low and moderate-income families. Prevent community deterioration of housing with rehab assistance for safe and sanitary housing, and removal of health and safety hazards within the structure. Combat crime within neighborhoods and provide mentoring and educational programs to youths and young adults. Strengthen community economic with job training to low and moderate-income families. Purpose is set forth in the Articles of Corporation.

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To engage in any other lawful activity which may hereafter be authorized from time to time by the Board of Directors; provided, however, that the purposes for which the corporation is formed shall at all times be consistent with Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as hereafter amended (the "Code"), including within such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, as the need to do so presents itself in the opinion of the Board of Directors.

Article 4

Limitations

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 now enacted or hereafter amended.
4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.
5. The corporation shall have no capital stock and is not authorized to issue capital stock. The Corporation shall be composed of members. Qualification for membership in the corporation shall be defined in the By Laws, but in no case shall membership be restricted on the basis of race, sex, sexual orientation, religion or national origin.

Article 5

Board Selection Rights

The management of this corporation shall be vested in a Board of Directors. The number of directors, and the method of selecting directors, shall be fixed by the Bylaws of this corporation; provided, that the initial directors shall be four (4).

The corporation shall have four (4) Directors, initially. The number of directors may be increased from time to time by the By Laws adopted by the Board of Directors.

The corporation may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's By Laws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

This corporation shall have the power to do all lawful acts or things necessary, appropriate or desirable to carry out and in furtherance of its purposes described in Article III which are consistent with the Florida Department of State, Division of Corporation.

Article 6

Board Members

The names and addresses of the initial directors are as follows:

President - John Walker, Jr. - 1138 Turtle Creek Drive S., Jacksonville, Fl. 32218
Vice President - Thomas R. James, II - 4832 N. Main St. #16, Jacksonville, Fl. 32206
Treasurer - Linda Simon - 2265 W. 23rd Street, Jacksonville, Florida 32209
Secretary - Sheila Armant - 1065 Nelson Street, Jacksonville, Florida 32205

ARTICLE 7

DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE 8 REGISTERED AGENT

The Registered Agent will be; Denise Brown Bogan.
6586 Sapphire Drive
Jacksonville, Florida 32208-4608

I, Denise Brown Bogan, hereby am familiar with and accept the duties and the Responsibilities as Registered Agent for Armor Bearer Inc.

Accepted: _____

Denise Brown Bogan, Registered Agent

Date

Address: 6586 Sapphire Drive
Jacksonville, Florida 32208-4608
Phone: (904) 859-9533

ARTICLE 9 DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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 a state or local government, for a public purpose. Any such 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 to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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**ARTICLE 10
INCORPORATOR/EFFECTIVE DATE**

The name and address of the Incorporator effective as of: **December 27, 2005**

I certify that all of the facts stated in these Articles of Incorporation are true and correct and are made for the purpose of forming a business corporation under the laws of the State of Florida.



Signature of Incorporator

Sheila Armant
Printed Name of Incorporator



Signature of Incorporator

Thomas R. James, II
Printed Name of Incorporator

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