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TALLAHASSEE, FLORIDA

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LAW OFFICES

**CARON SPEAS, P.A.**

613 St. Johns Avenue, Suite 203, Palatka, Florida 32177  
cspeas@bellsouth.net  
Telephone (386) 329-9081 ■ Facsimile (386) 329-9082

February 2, 2006

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

**Re: Wake Up Putnam, Inc.**

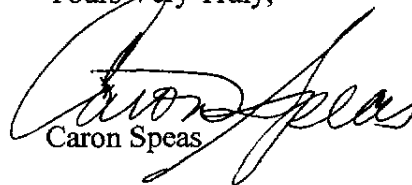
Dear Division:

Enclosed is an original and one (1) copy of the Articles of Organization, a Certificate of Registered Agent and a check for \$155.00 to cover the following fees:

Filing Fee . . . . . \$100.00  
Registered Agent Fee . . . . . \$ 25.00  
Certified Copy of Record . . . . . \$ 30.00

Please return the certified copy to my office at the earliest possible date.

Yours Very Truly,

  
Caron Speas

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate Designating Registered Office  
and Registered Agent**


PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **Wake Up Putnam, Inc.**
2. The name and address of the registered agent and office is:

**Caron Speas  
613 St. Johns Avenue - Suite 203  
Palatka, FL 32177**

I, CARON SPEAS, having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


DATED: February 2, 2006

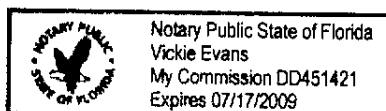
  
Caron Speas, Registered Agent

STATE OF FLORIDA

COUNTY OF PUTNAM

The foregoing instrument was acknowledged before me this 2<sup>nd</sup> day of January, 2006, by CARON SPEAS who is personally known to me.

  
\_\_\_\_\_  
Notary Public, State of Florida



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COUNTY OF PUTNAM  
LAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**ARTICLE I  
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this corporation is Wake Up Putnam, Inc.  
The principal office of this corporation is: 613 St. Johns Ave., Ste. 215, Palatka, FL 32177  
The mailing address of this corporation is: P. O. Box 1126, Palatka, FL 32178

**ARTICLE II  
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV  
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of charity, education, distribution of public information and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

**ARTICLE V  
AUTHORIZED MEMBERSHIP CERTIFICATES**

A. This corporation shall be authorized to issue 100,000 membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face of thereof that it is a non-profit corporation. If such shares are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such shares are restricted in the manner described in the By-Laws or any agreement between the members, and that a copy of such By-Laws or agreement shall be provided to all members.

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TALLAHASSEE, FLORIDA

ARTICLE VI  
MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be five (5), provided, however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all time thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 613 St. Johns Avenue, Suite 215, Palatka, FL on January 15<sup>th</sup> of each year at 1:00 p.m., or such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The name and addresses of such initial members of the Board of Directors are as follows:

Name	Address
Connie Shifflet	613 St. Johns Ave., Ste. 215, Palatka, FL 32177
Charles Behm	613 St. Johns Ave., Ste. 201, Palatka, FL 32177
Caron Speas	613 St. Johns Ave., Ste. 203 Palatka, FL 32177

B. Corporate Officers. The Board of Directors shall elect the following officers: President and Secretary/Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

	Name	Address
President:	Connie Shifflet	613 St. Johns Ave., Ste. 215 Palatka, FL 32177
Vice-President:	Charles Behm	613 St. Johns Ave., Ste. 201 Palatka, FL 32177
Secretary/ Treasurer:	Charles Behm	613 St. Johns Ave., Ste. 201 Palatka, FL 32177

**ARTICLE VII  
EARNINGS AND ACTIVITIES OF CORPORATION**

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed 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 the purposes set forth in Article IV hereof.

B. 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.

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**ARTICLE VIII  
DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX  
MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

**ARTICLE X  
SUBSCRIBERS**

The names and residence addresses of the Subscribers of this corporation are as follows:

Name	Address
Connie Shifflet	613 St. Johns Ave., Ste. 215, Palatka, FL 32177

ARTICLE XI  
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII  
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational or charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII  
REGISTERED AGENT AND OFFICE

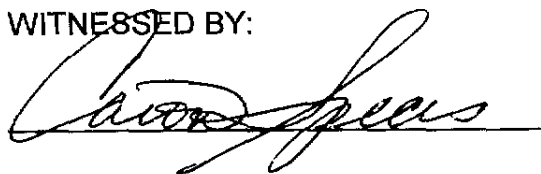
The address of the corporation's registered office shall be 613 St. Johns Avenue, Suite 215, Palatka, FL 32177 and the name of its registered agent at said address shall be Caron Speas.

ARTICLE XIV  
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 2<sup>nd</sup> day of February, 2006.

WITNESSED BY:



  
Subscriber