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TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Karat Kids, 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

FROM: Carolyn Thompson
Name (Printed or typed)

2055 Barcelona Way S.
Address

St. Petersburg, FL 33712
City, State & Zip

(727) 864-2055
Daytime Telephone number

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

**Articles of Incorporation
of
Karat Kids, Inc.
(A Not For Profit Corporation)**

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CLERK OF THE COURT
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida States, adopt the following articles of incorporation for the corporation:

**Article I.
Name of Corporation**

The name of the corporation is Karat Kids, Inc.

**Article II.
Principal Office**

The address of the principal office and the mailing address of the corporation is 2055 Barcelona Way South, St. Petersburg, FL 33712. The mailing address of the corporation is P.O. Box 35115, St. Petersburg, FL 33705.

**Article III.
Not for Profit**

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law, and under 26 U.S.C.A. § 501(c)(3). If the corporation ever has members, no member shall have any vested right, interest, or privilege in or to the assets, income, or property of the corporation or no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

**Article IV.
Duration**

The corporation shall have perpetual duration.

**Article V.
Membership**

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

**Article VI.
Purposes of Corporation**

The purposes for which the corporation is formed are:

- (a) The specific and primary purposes for which the corporation is formed are exclusively for charitable, scientific, and educational purposes, including but not limited to sponsoring, organizing, administering, enhancing, and operating activities for the advancement of educational achievement.
- (b) The general purposes for which this corporation is formed are to operate exclusively for scientific, charitable, and educational purposes which will qualify it as an exempt organization under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

- (c) The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article VII. Powers

Solely for the above purposes, the corporation shall have the following powers:

- (a) To exercise all rights and powers conferred by the law of the State of Florida on not for profit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease, or otherwise any property of any sort or nature without limitation as to its value and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of the property and the income, principal, and proceeds of the property.
- (b) To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which, not for profit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.
- (c) To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

Article VII. Limitations

No part of the net earning of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors, or officers, but 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 VI of these Articles.

Article IX. Tax Exempt Status

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3). These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3).

Article X. Dissolution

On the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific, or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2), or (3).

**Article XI.
Directors**

The powers of the corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three (3); provided, however, that number may be changed by a bylaw duly adopted pursuant to the bylaws of the corporation.

The directors named here, and at all subsequent times, shall hold office for a period of two (2) years. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

The names and residential addresses of the initial directors are:

| Name | Address |
|---------------------|--|
| Sonja R. Thompson | 7837 Collinswood Court, Jonesboro, GA 30236 |
| Carolyn J. Thompson | 2055 Barcelona Way South, St. Petersburg, FL 33712 |
| Selina L. Walker | 322 Savannah Holly Lane, Sanford, FL 32771 |
| Monica Poole | 2917 Chelsea Woods Drive, Valrico, FL 33547 |

**Article XII.
Officers**

The board of directors shall elect the following officers: a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such time and in such a manner as may be prescribed by the bylaws or by the law.

**Article XIII.
Initial Registered Agent**

The street address of the initial registered office of the corporation is 2055 Barcelona Way South, City of St. Petersburg, County of Pinellas, State of Florida. The name of its initial registered agent at that address is Carolyn J. Thompson.

**Article XIV.
Incorporator**

The name and street address of each incorporator is as follows:

Sonja R. Thompson
7837 Collinswood Court
Jonesboro, GA 30236

**Article XV.
Bylaws**

The bylaws of the corporation are to be made and adopted by the board of directors and may be altered, amended, or rescinded by the board of directors.

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**Article XVI.
Amendment**

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation or any amendment to them.

INCORPORATED
TALLAHASSEE, FLORIDA


**Article XVII.
Indemnification and Civil Liability Immunity**

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida States Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

**Article XVIII.
Commencement of Corporate Existence**

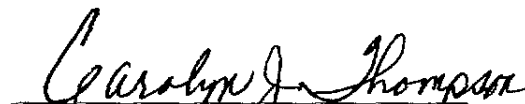
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these articles of incorporation on the 14th day of February, 2006.


Sonja R. Thompson, Incorporator

2/21/2006
Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Carolyn J. Thompson, Registered Agent

2/22/2006
Date