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TALLAHASSEE, FLORIDA

C.S. 4-4

VOGEL LAW OFFICE
A PROFESSIONAL ASSOCIATION

Richard M. Vogel
James D. Vogel
Joseph E. Ujcz

Suite B, Midwest Title Building
3936 Tamiami Trail North
Naples, Florida 34103

Telephone (239) 262-2211
Facsimile (239) 262-8330

March 30, 2006

VIA FEDERAL EXPRESS DELIVERY

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: St. Matthews Thrift Stores, Inc.

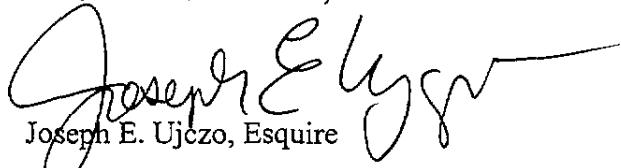
Dear Sir or Madam:

I am enclosing the original signed Articles of Incorporation of St. Matthews Thrift Stores, Inc. I am also enclosing a check in the amount of \$78.75 to cover the cost for filing the Articles, Registered Agent Designation and Certified Copy.

If you should need anything further, please do not hesitate to contact me.

Very truly yours,

VOGEL LAW OFFICE, P.A.



Joseph E. Ujcz, Esquire

Enclosures

**ARTICLES OF INCORPORATION
OF
ST. MATTHEWS THRIFT STORES, INC.,
A Florida Non-profit Corporation**

FILED
06 MAR 31 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, hereby forms a not-for-profit corporation, under Chapter 617 of the Florida Statutes.

**ARTICLE I
NAME**

The name of the corporation is **ST. MATTHEWS THRIFT STORES, INC..**

**ARTICLE II
PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the corporation is 2001 Airport Road South, Naples, Florida 34112, and the mailing address of the corporation is 2001 Airport Road South, Naples, Florida 34112.

**ARTICLE III
DURATION**

The corporation shall exist perpetually, and the corporate existence will commence on the filing of these articles by the Secretary of State of the State of Florida.

**ARTICLE IV
CORPORATE PURPOSE**

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

1. Operate on a non-profit basis, thrift stores, selling primarily donated items.
2. Any and all lawful purposes not for pecuniary profit.
3. The nature of the activities to be conducted, or the purposes to be promoted or carried out by the corporation, are as follows:
 - (a) To establish and operate a nonprofit organization organized and operated exclusively for educational, charitable, and scientific purposes within the meaning of Section

501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law);

(b) To promote and inculcate interest in the civic and social affairs of the community;

(c) To encourage among its members the practice of civic virtues and respect for law and order;

(d) To develop good citizenship;

(e) To cultivate the spirit of brotherhood and human understanding and to promote friendship among the members;

(f) To foster loyalty and cooperation and voluntary assistance among its members and others;

(g) To promote and exchange ideas among its members and other civic groups;

(h) To hold meetings and social gatherings for the better realization of the above-named purposes; and

(i) To do any other act or thing incidental to or connected with the foregoing purposes for any other lawful purpose, or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted by law.

ARTICLE V **RESTRICTIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Fourth hereof. 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 or in opposition to any candidate for public office. Notwithstanding and 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI **DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed 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.

ARTICLE VII
DIRECTORS

The number and the method of the election of the directors of the corporation is set forth in the by-laws.

ARTICLE VIII
INITIAL DIRECTORS

The names and addresses of the initial Directors of the corporation are:

Dean R. Lind - Director
1930 Princess Court
Naples, Florida 34110

Ronald Gustason - Director
4099 Tamiami Trail North, Suite 400
Naples, Florida 34103

William G. Farnar - Director
3115 Gulf Shore Boulevard, #207
Naples, Florida 34103

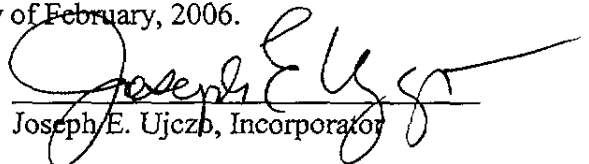
ARTICLE IX
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2001 Airport Road South, Naples, Florida 34112, and the name of the initial registered agent at that address is Vann R. Ellison.

ARTICLE X
INITIAL INCORPORATOR

The name and address of the initial incorporator is Joseph E. Ujcz, 3936 Tamiami Trail North, Suite B, Naples, Florida 34103.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Non-Profit Corporation Act has executed these Articles of Incorporation this 27th day of February, 2006.


Joseph E. Ujcz, Incorporator

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing Articles of Incorporation were acknowledged before me this 27th day of February, 2006, by Joseph E. Ujcz, as sole incorporator of **ST. MATTHEWS THRIFT STORES, INC.**, he is personally known to me or has provided _____ as identification.



Joan Hurd
MY COMMISSION # DD503726 EXPIRES
January 3, 2010
BONDED THRU TROY FAIR INSURANCE, INC.

Joan Hurd

Notary Public - Signature

Notary Public - Print Name

Commission No. _____

My Commission Expires:

(Seal)

ACCEPTANCE BY REGISTERED AGENT

Vann R. Ellison, having been designated to act as registered agent, hereby states he is familiar with, and accepts, the obligations of that position.

Vann R. Ellison

Vann R. Ellison

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TALLAHASSEE, FLORIDA