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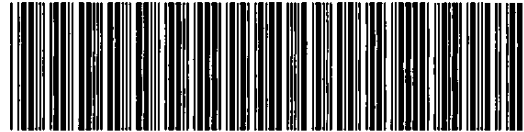
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
7/20

COVER LETTER

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

SUBJECT: Jo Anne Whitaker Foundation, 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: JoAnne Whitaker
Name (Printed or typed)

4068 Lake Marianna Drive
Address

Winter Haven, FL 33881
City, State & Zip

863-956-0806
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
JO ANNE WHITAKER FOUNDATION, INC.**

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Non-profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is Jo Anne Whitaker Foundation, Inc., (herein "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office (and mailing address) of the corporation is located at 4068 Lake Marianna Drive, Winter Haven, FL 33881

ARTICLE III – PURPOSES OF CORPORATION

The Corporation is organized exclusively for charitable, 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.

The purposes of the Corporation are limited exclusively to public purposes, specifically to support programs that foster healthy, balanced living and reinforce personal responsibility for physical and emotional health.

In carrying out such purposes, the Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

ARTICLE IV – MEMBERSHIP

The Corporation shall have no members.

ARTICLE V – DIRECTORS/OFFICERS

The affairs of the corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. Officers shall be elected annually by the Board of Directors at its annual meeting. The persons who are to serve as Directors/Officers of the Corporation until the first meeting of the Board of Directors are:

JoAnne Whitaker, President

Marcia Mullins, Vice President

Tracy Mullins, Secretary/Treasurer

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TALLAHASSEE, FLORIDA

ARTICLE VI – DURATION

The Corporation shall have perpetual existence.

ARTICLE VII – LIMITATIONS ON ACTIVITIES

A. CORPORATE PURPOSES: 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 and state income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding provision 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.

B. NO PRIVATE INUREMENT: 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 Three hereof.

C. LOBBYING AND POLITICAL CAMPAIGNS: 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.

ARTICLE VIII – AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Such amendment shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two-thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

ARTICLE IX – INCORPORATORS

The name and address of the incorporators are:

Jo Anne Whitaker, 4068 Lake Marianna Drive, Winter Haven, FL 33881

Tracy J. Mullins, 4420 E. Ridgewood Street, Lakeland, FL 33801

ARTICLE X - REGISTERED AGENT

The name and address of the registered agent of the corporation is Marcia Mullins, 420 E. Ridgewood Street, Lakeland, FL 33801.

ARTICLE XII – LIABILITY FOR DEBT

No 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 officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE XII - INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE XIII - DISSOLUTION

Upon dissolution of the Corporation, the assets remaining after payment of all debts and liabilities 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. 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.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporators on this 19th day of July, 2006.

JoAnne Whitaker
Jo Anne Whitaker

Tracy J. Mullins
Tracy J. Mullins

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the JoAnne Whitaker Foundation, Inc. at the place designated herein, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Marcia I. Mullins
Marcia I. Mullins

19 July 2006
Date

FILED
06 JUL 24 PM 1:00
CLERK OF STATE
TALLAHASSEE, FLORIDA