

**NO6 000010199**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H06000239493 3)))



H06000239493348C3

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : SHUTTS & BOWEN LLP  
Account Number : I20060000106  
Phone : (813)229-8900  
Fax Number : (813)229-8901

RECEIVED  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

06 SEP 28 AM 10:38

FILED

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**HOMELESS DENIM COOPERATIVE, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

SEP 29 2006

H06000239493 3

**ARTICLES OF INCORPORATION  
OF  
HOMELESS DENIM COOPERATIVE, INC.**

A Florida Not-For-Profit Corporation

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit, non-stock, perpetually existing corporation pursuant to Florida Statutes Chapter 617, as amended.

**ARTICLE I - NAME AND PRINCIPAL ADDRESS**

The name of this Corporation is the HOMELESS DENIM COOPERATIVE, INC. The street address of the initial principal office and the mailing address of the Corporation are c/o W. Thompson Thorn, III, 100 South Ashley Drive, Suite 1500, Tampa, FL 33602.

**ARTICLE II - DURATION AND COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence immediately upon the filing of these Articles of Incorporation with the Florida Department of State, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III - NATURE OF CORPORATION**

This is a not-for-profit Corporation, organized solely for general charitable purposes pursuant to the Florida Not-For-Profit Corporation Act as set forth in Florida Statutes Chapter 617.

**ARTICLE IV - PURPOSE**

A. The Corporation is organized and shall operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax laws.

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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

H06000239493 3

FILED

SEP 28 AM 10:33  
THOMPSON THORN III  
TAMPA FL 33602

H06000239493 3

This Corporation shall have all of the powers enumerated in the Florida Not-for-Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, provided, however, that the Corporation will not carry on any activities not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code (26 U.S.C. 501(c)(3)) or under any corresponding provision of any future United States Internal Revenue Law, or (2) a corporation, contributions to which are deductible under Section 170(c)(2) of the code or under any corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE V - DIRECTORS

The directors of the Corporation ("Directors") shall be open to all persons regardless of race, color, creed, sex or national origin. The qualifications to be a Director of the Corporation and the manner of admission and removal therefrom shall be governed and regulated by the Bylaws of the Corporation which shall provide, among other things, that the Corporation has only voting Directors. The names and addresses of the initial Directors are set forth below:

Matthew W. Uppenbrink, 521 Jasmine Way, Clearwater, FL 33756

Todd H. Goldman, 565 Bayview Drive, Belleair, FL 33756

W. Thompson Thorn, III, 100 South Ashley Drive, Suite 1500, Tampa, FL 33602

#### ARTICLE VI - NONSTOCK CORPORATION

This Corporation shall not have or issue shares of stock.

#### ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this Corporation is:

W. Thompson Thorn, III  
100 South Ashley Drive, Suite 1500  
Tampa, Florida 33602

#### ARTICLE VIII - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is W. Thompson Thorn, III. The street address of the initial registered office of this Corporation is 100 South Ashley Drive, Suite 1500, Tampa, FL 33602.

ARTICLE IX - MANAGEMENT OF CORPORATE AFFAIRS

A. The business and affairs of the Corporation shall be managed by its Board of Directors ("Board" or "Directors").

B. The number of Directors of the Corporation shall be no less than three (3) and no more than five (5). The number of Directors may be changed from time to time as provided in the Bylaws; provided, however that in no event shall the Corporation have less than three (3) Directors.

C. Directors shall be elected, removed and hold office as provided in the Bylaws.

D. The names and addresses of the initial Directors are set forth below:

Matthew W. Uppenbrink, 521 Jasmine Way, Clearwater, FL 33756

Todd H. Goldman, 565 Bayview Drive, Belleair, FL 33756

W. Thompson Thorn, III, 100 South Ashley Drive, Suite 1500, Tampa, FL 33602

E. The Board shall elect the following Officers: President, Treasurer and Secretary and such other Officers as the Bylaws of the Corporation may provide. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE X - BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors of the Corporation.

ARTICLE XI - INDEMNIFICATION

*In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its Directors, officers, employees and agents, and former Directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said Directors, officers, employees and agents, in their capacity as such to the fullest extent permitted under applicable law.*

H06000239493 3

#### ARTICLE XII - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any officer or director of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth in Article IV hereof. No officer or director of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation provided, however, that the Corporation may confer benefits in the form of distributions upon dissolution or otherwise in the manner set forth in Article XIII hereof.

#### ARTICLE XIII - DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes, which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or corresponding provisions of any prior or future Code or to the federal, state or local government exclusively for public purposes.

#### ARTICLE XIV - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Directors in accordance with the procedures set forth in Chapter 617 of the Florida Statutes, as amended. The Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any Director (unless such Director is exempt from taxation under Section 501(c)(3) of the Code) or officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

#### ARTICLE XV - HEADINGS AND CAPTION

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

H06000239493 3

SEP-28-2006(THU) 16:37

P. 006/007

H06000239493 3

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal  
this 28<sup>th</sup> day of September, 2006.



W. THOMPSON THORN, III  
Director

H06000239493 3

## ACCEPTANCE OF INITIAL REGISTERED AGENT

Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

DATED THIS 28<sup>th</sup> DAY OF September, 2006.

W. THOMPSON THORN, III

By: 

Print Name: W. Thompson Thorn, III

Print Title: Director

TPADOCs 18007938 1

FILED  
06 SEP 28 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H06000239493 3