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SECRETARY OF STATE
AND ANASSEE FLORIDS

Jag Hadry



## DOCUMENT TYPING SERVICE 1383 Cypress Ave. Melbourne, Florida 32935 (321) 254-5888

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321-254-5888 phone 321-254-5803 fax

Nov 20 , 20,06

Department of State Division of Corporations Corporate Records Bureau P.O. Box 6327 Tallahassee, Florida 32314

Re: J.S. MOORE Foundation (a Non Profit Corp)

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of  $\frac{78.75}{}$  is enclosed for filing.

Please file the original of the enclosed Articles of Incorporation and return to the undersigned.

Yours very truly,

Connie L. Emburymbury



### FLORIDA DEPARTMENT OF STATE Division of Corporations

November 28, 2006

CONNIE L EMBURY DOCUMENT TYPING SERVICE 1383 CYPRESS AVE MELBOURNE, FL 32935

SUBJECT: J.S. MOORE FOUNDATION

Ref. Number: W06000051374

We have received your document for J.S. MOORE FOUNDATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

An effective date <u>may</u> be added to the Articles of Incorporation <u>if a 2007 date is needed</u>, otherwise the date of receipt will be the file date. <u>A separate article must be added to the Articles of Incorporation for the effective date.</u>

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton Document Specialist New Filing Section

Letter Number: 406A00068337

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# ARTICLES OF INCORPORATION OF

J.S. MOORE FOUNDATION INC. A NOT FOR PROFIT CORPORATION 2006 DEC -4 PM 2: 49

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE ONE: The name of the corporation shall be: J.S. MOORE FOUNDATION INC.

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

ARTICLE THREE: The term of existence of the corporation is perpetual.

ARTICLE FOUR: PURPOSE: To provide funding for indigent Social Security Claimants and to help persons during the interim who have applied for Social Security Disability with food, medications and clothing.

ARTICLE FIVE: 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. The number of Directors of the corporation shall be 4, provided, however that such number may be changed by a bylaw duly adopted by the members.

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

Directors elected at the first annual meeting, and at all times 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 1431 Satellite Boulevard, Cocoa, Florida 32926 on <u>January 15th</u> or shortly thereafter, of each year or at such other times or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may 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 the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

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

J.S. MOORE 1431 Satellite Blvd Cocoa, FL 32926 NINA MOORE 1431 Satellite Blvd Cocoa, FL 32926 CONNIE L. EMBURY 2033 Trevino Circle Melbourne, FL 32935

The mailing address shall be: 1431 Satellite Boulevard Cocoa, Florida 32926

B. CORPORATE OFFICERS: The Board of Directors shall elect the following officers President, Vice-President, Secretary and Treasurer, and such others officers as the bylaws of the 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. The following persons shall serve as corporate officers and directors.

President

Vice President

NINA MOORE

CONNIE L. EMBURY

Secretary/Treasurer
J.S. MOORE

#### ARTICLE SIX: EARNINGS & 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 four 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 SEVEN: DISTRIBUTION OF ASSETS:

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner to THE UNITED WAY, 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 EIGHT: MEMBERSHIP:

- A. The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.
- B. Any person paying the dues provided for by the bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the directors may from time to time adopt, is eligible for membership.
- C. A prospective member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Directors.

ARTICLE NINE: SUBSCRIBERS:

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

J.S. MOORE 1431 Satellite Blvd Cocoa, FL 32926

NINA MOORE 1431 Satellite Blvd Cocoa, FL 32926 CONNIE L. EMBURY 2033 Trevino Circle Melbourne, FL 32935

#### ARTICLE TEN: AMENDMENT OF BYLAWS:

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

ARTICLE ELEVEN: DEDICATION OF ASSETS:

The property of this corporation is irrevocable dedicated to [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 TWELVE: REGISTERED AGENT AND OFFICE:

The address of the corporation's registered office shall be 1431 Satellite Boulevard, Cocoa, Florida 32926 and the name of its registered agent at said address shall be J.S. MOORE.

#### ARTICLE THIRTEEN: 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.

Subscriber J.S. MOORE

Subscriber NINA MOORE

Subscriber CONNIE L. EMBURY

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

Pegistered Agent

J.S. MOORE

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared J.S. MOORE to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15 day

of November 2006

Elizabeth Ann Upperman My Commission D0344322 Expires August 5, 2008

NOTARY SEAL

STATE OF FLORIDA COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared NINA MOORE to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15 day

of November 2006.

Witary Public, State of Florida

My Commission D0944322 Expires August 5, 2009

NOTARY SEAL

STATE OF FLORIDA COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared CONNIE L. EMBURY, to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15 day

of November 2006.

Public, State of Florida

Hy Commission D0344322 Expires August 5, 2000

NOTARY SEAL