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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB 12-12-06

COVER LETTER

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

SUBJECT: Keep The Faith 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: Mark J. Diskin, Esq.
Name (Printed or typed)
Copilevitz & Canter. LLC
1900 L Street, NW Suite 215
Address
Washington, DC 20036
City, State & Zip
(202) 861 - 0740
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
KEEP THE FAITH FOUNDATION, INC.**

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the undersigned incorporator adopts and files the following Articles of Incorporation:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be: KEEP THE FAITH FOUNDATION, INC.
(hereinafter, "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 9475 Sloane Street, Orlando, FL 32827.

ARTICLE III - PURPOSES

This Corporation shall be organized and operated exclusively as an organization authorized to engage in such purposes and activities as permitted by section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) ("Code") and as enumerated in Treasury Regulation §1.501(c)(3)-1(d)(2), including, but not limited to, the following purposes:

1. to make gifts, grants and contributions: a) to organizations described in Section 501(c)(3) of the Code; b) to states, territories, or possessions of the United States; c) to the United States or the District of Columbia; and d) to any political subdivision of any of the foregoing, but only for such purposes and activities as permitted by section 501(c)(3) of the Code. The Corporation, additionally, shall be authorized to make gifts, grants and contributions directly for such purposes and activities in the United States and throughout the world.
2. to assist veterans of the armed forces, injured during military service, in receiving additional medical, rehabilitation, and therapeutic services and support following discharge, separation, or demobilization from the armed forces ("veterans");
3. to provide assistance to veterans in obtaining post-deployment medical examinations and mental health assessments and screenings;
4. to provide scholarships to veterans and supplement educational benefits available through the GI Bill;
5. to provide assistance to veterans seeking vocational training, skill development, career counseling, and related services;

6. to provide advice in regard to available support, assistance, and benefits on matters related to education, health care, disabilities, the U.S. Department of Veterans Affairs, finances, taxes, employment, and other issues;

7. to undertake activities which lessen the burdens of government and promote social welfare;

8. to accomplish the above purposes by all reasonable and practical means, including the dissemination of information in all forms and through all media to the public and working with government agencies, other organizations, and volunteers; and

9. to do any lawful acts and enter into all lawful agreements that may be necessary, useful, suitable or proper to accomplish the charitable purposes of the Corporation, provided the same is permitted under Section 501(c)(3) of the Code.

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth herein and with its status as an organization described under Section 501(c)(3) of the Code or successor Code Section.

The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. The Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

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 Code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code.

It is intended that the Corporation shall have the status of an organization exempt from federal income taxation under section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and Bylaws of the Corporation and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

In the event the Corporation at any time is determined to be a private foundation as defined in section 509(a) of the Code, the income of the Corporation for each taxable year to which such determination applies shall be distributed at such time and in such manner as not to subject it to tax under section 4942 of the Code; and during each taxable year to which such determination applies, the Corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in sections 4941(d), 4943(c) and 4945(d) of the Code, respectively, or make any investments in such manner as to subject it to tax under section 4944 of the Code.

ARTICLE IV - DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the Registered Office of the Corporation is 9475 Sloane Street, Orlando, FL 32827, and the name of its Registered Agent at that address is Mark E. Mooney.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------|---|
| Mark E, Mooney | 9475 Sloane Street Orlando, FL 32827 |

ARTICLE VII - MEMBERSHIP

The Corporation shall have one class of members, known as voting members, who shall be designated initially in the bylaws. Thereafter, no person may become a voting member without the written consent of two-thirds of all voting members.

ARTICLE VIII - BOARD OF DIRECTORS/MANNER OF ELECTION

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) directors. The directors of the Corporation shall be elected by the voting members.

The names and addresses of the persons who are to serve as the initial directors of the Corporation until the first annual meeting of Board of Directors of the Corporation are:

| NAME | ADDRESS |
|-----------------|---|
| Mark E. Mooney | 9475 Sloane Street Orlando, FL 32827 |
| Sarah H. Mooney | 9475 Sloane Street Orlando, FL 32827 |

Sarah M. Mooney

6655 North Canyon Crest Drive
Tucson, AZ 85750

ARTICLE IX - POWERS

Solely for the foregoing purposes, the Corporation shall have the following powers:

1. To act as a forum for the exchange of information and materials among other organizations, institutions and members of the general public in connection with the foregoing purposes;
2. To acquire or receive from any individual, firm, association, corporation, trust or foundation, by deed, gift, purchase, bequest, devise, contribution, donation, grant, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income therefor solely for the purposes hereof;
3. To distribute property for such purposes in accordance with the terms of gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determinations made by the Board of Directors pursuant to these Articles of Incorporation;
4. To make grants and otherwise distribute funds to organizations exempt from the payment of federal income tax under section 501 (a) of the Code and described in section 501 (c)(3) of the Code;
5. To receive and maintain a fund or funds, to invest or reinvest such fund or funds and to apply the income and principal of any funds received to promote the goals and purposes set out herein;
6. To engage in and transact any other lawful activity, solely in furtherance of the foregoing purposes, for which not for profit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act;
7. To exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including but not limited to those powers set forth in Florida Statutes Chapter 617; and
8. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation as set forth herein and which are consistent with its status as an organization described in section 501(c)(3) of the Code.

ARTICLE X - ADDITIONAL LIMITATIONS AND REQUIREMENTS

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 net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to any employees, directors, officers, or any other private person, 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 herein. If the Corporation enters into a compensation arrangement with or transfers property to a disqualified person, as defined in the Code, or allows a disqualified person the right to use property or provides any other benefit or privilege to a disqualified person, such arrangements shall not occur unless they are permissible under the law, these Articles and Section 4958 of the Code and the Treasury Regulations promulgated thereunder.

ARTICLE XI - DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for religious uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for 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 XII - OFFICERS

The officers of the Corporation shall be the President, Secretary, and Treasurer, and such other officers and assistant officers as may be provided for in the Bylaws or by resolution of the Board of Directors. The election of each officer shall be made by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws or by law.

ARTICLE XIII - BYLAWS

The Board of Directors shall adopt such bylaws for the Corporation as the Board of Directors shall deem necessary for the efficient operation of the Corporation. Such bylaws may be altered, amended or repealed by the Board of Directors

ARTICLE XIV - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in its Articles of Incorporation or any amendment to them. The procedure for amending the Articles of Incorporation shall be as provided in the Bylaws as the same may be amended from time to time, and as required under Florida law.

ARTICLE XV - 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 Statutes Chapter 617, and as set forth in the Bylaws of the Corporation. It is intended that the officers and directors of the Corporation be immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

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

Date: 12/7/06

Mark E. Mooney
Mark E. Mooney, Registered Agent

These Articles of Incorporation are hereby executed by the undersigned incorporator on this 7 day of December, 2006.

Mark E. Mooney
Mark E. Mooney, Incorporator