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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Shoe Giver of Tampa, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
SHOE GIVER OF TAMPA, INC.,  
A Florida Non-Profit Corporation**

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**ARTICLE I**

**NAME OF CORPORATION**

The name of this Corporation is Shoe Giver of Tampa, Inc.

**ARTICLE II**

**CORPORATE NATURE**

This is a non-profit Corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not For Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III**

**DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLES IV**

**PURPOSE**

This Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The Corporation shall collect surplus shoes or sneakers from companies that have an excess supply of inventory and distribute them to children in need. The corporation will work in conjunction with other civic organizations that will assist in the distribution of the inventory. The Corporation shall also engage in any lawful business or activities related thereto and engage in any other lawful act where activity for which corporations may be organized under the Florida Not For Profit Chapter. Such activities shall include, but are not limited to:

- a. To establish and operate a charitable organization for the purpose of collections and distributing shoes and sneakers to children in need.
- b. To exercise all rights and powers conferred by the laws of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease or otherwise any property of any sort or, nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- c. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE V**

**DIRECTORS**

There shall be two (2) members of the initial Board of Directors of the Corporation, and the initial Board of Directors shall adapt such criteria in its by-laws as it deems appropriate to govern the conduct, qualification and numbers of Directors in the future. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Mitchell F. Rice of 16211 Villarreal De Avila, Tampa, Florida 33613

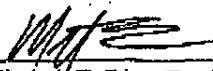
Suzanne L. Rice of 16211 Villarreal De Avila, Tampa, Florida 33613

**ARTICLE VI**

**REGISTERED OFFICE AND AGENT**

The principal office of the Corporation shall be located at the 1733 West Fletcher Avenue, Tampa, Florida 33612, and the name of its registered agent at said address shall be Mitchell F. Rice.

I certify that I am familiar with and accept the responsibilities of Registered Agent.

  
\_\_\_\_\_  
Mitchell F. Rice, Registered Agent

**ARTICLES VII**

**MEMBERS**

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Mitchell F. Rice of 16211 Villarreal De Avila, Tampa, Florida 33613

Suzanne L. Rice of 16211 Villarreal De Avila, Tampa, Florida 33613

**ARTICLE VIII**

**EARNINGS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, officers, trustees, or other 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 herein. No substantial part of the purposes set forth herein shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, an intervene in (including the publishing or distribution of statements) any political

campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) or future United States Internal Revenue Laws, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any amendments or corresponding provisions of future United States Internal Revenue Laws.

#### **ARTICLE IX**

##### **BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

#### **ARTICLE X**

##### **AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

#### **ARTICLE XI**

##### **NONSTOCK BASIS**

The Corporation is organized and shall be operated on a nonstock basis and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

#### **ARTICLE XII**

##### **INDEMNIFICATION**

The Corporation may indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Nonprofit Corporation Act.

#### **ARTICLE XIII**

##### **DISSOLUTION**

Upon the voluntary or involuntary dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the debts and liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for charitable, educational, or scientific purposes which shall at that time be qualified as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 or any amendments thereto or corresponding provision of any future United States internal Revenue Code, as the Board of Directors shall determine. Any such asset not so disposed of shall be disposed of in accordance with the provisions of the Florida Not For Profit Corporation Act by organizations qualified as exempt organizations as stated herein, and in accordance therewith.

ARTICLE XIV  
INCORPORATORS

The names and residence addresses of the subscribers of these Articles of Incorporation are:

Mitchell F. Rice of 16211 Villarreal De Avila, Tampa, Florida 33613

Suzanne L. Rice of 16211 Villarreal De Avila, Tampa, Florida 33613

IN WITNESS WHEREOF, we have hereunto set our hands and seals the 9th day of January, 2007, for the purposes of forming this non-profit corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

Witnesses:

Julie Chavero  
Print Name: Julie Chavero

[Signature]  
Mitchell F. Rice

Michelle J Dendler  
Print Name: Michelle F. Dendler

Julie Chavero  
Print Name: Julie Chavero

[Signature]  
Suzanne L. Rice

Michelle J Dendler  
Print Name: Michelle F. Dendler

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day, personally appeared Mitchell F. Rice and Suzanne L. Rice, to me well known to be the individual ~~or who has produced~~ as identification and who are the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the City of Tampa, State of Florida and County of Hillsborough, this 9th day of January 2007.



Michelle J. Dendler  
NOTARY PUBLIC