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J. SHAW APR 03 2007



# DAVID C. GILMORE

ATTORNEY AT LAW

7620 MASSACHUSETTS AVENUE, NEW PORT RICHEY, FLORIDA 34653

TELEPHONE (727) 849-2296

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March 27, 2007

Secretary of State, State of Florida  
Corporation Division  
P. O. Box 6327  
Tallahassee, FL 32314

RE: Cinderella Project, Inc.

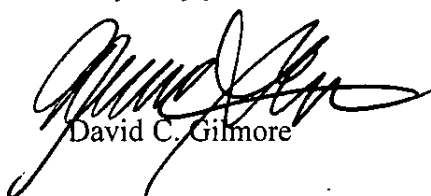
Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Organization for the above corporation and our check in the amount of \$78.75 to cover the following:

Filing fee-Articles	\$ 35.00
Registered Agent Designation	35.00
Certified copy of Articles	<u>8.75</u>
	\$ 78.75

Please file the Articles of Incorporation and return a certified copy to this office. Thank you for your prompt attention to this matter.

Very truly yours,

  
David C. Gilmore

DCG:lsc  
Enclosures

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**ARTICLES OF INCORPORATION**

**OF**

**CINDERELLA PROJECT, INC.**

**a Florida corporation not for profit**

We, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a corporation not for profit under and by virtue of the provisions of Chapter 617 of the Florida Statutes, and we do hereby certify and adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME AND DURATION**

- (a) The name of the corporation is **CINDERELLA PROJECT,**
- (b) The existence of the corporation shall be perpetual.

**ARTICLE II**

**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this corporation shall be 19711 Panicum Court, New Port Richey, FL 34655.

**ARTICLE III**

**PURPOSES**

**The purposes for which the corporation is organized are as follows:**

(a) This Florida corporation not for profit is organized exclusively to promote, enhance, support, and provide gently-used or brand new prom style dresses and accessories to girls from financially challenged families from Pasco County High Schools in order that these girls would be able to attend proms.

(b) This Florida corporation not for profit is organized with the specific purpose and intent to qualify as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code and contributions to this corporation are intended to qualify as charitable deductions under the provisions of Section 170(c)(2) of the Internal Revenue Code.

(c) This corporation shall engage, otherwise than as an insubstantial part of its activities, only in activities which in themselves are in furtherance of its stated purposes and

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upon its dissolution, any assets remaining after the payment of its debts shall be distributed to a charitable organization exempt from Federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code as now provided or hereafter amended.

(d) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by 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.

(e) To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### **ARTICLE IV**

##### **INITIAL BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by its Board of Directors and such officers as they shall designate to perform the executive functions of the operation of the corporation. The Board of Directors shall be elected by the members of the corporation and shall consist of not less than one (1) nor more than nine (9) persons, the exact number to be determined and governed by the By-Laws. The four (4) following named persons shall serve as the original Board of Directors:

<u>Name</u>	<u>Address</u>
Alison Crumbley	10811 Panicum Court, New Port Richey, FL 34655
Laurie Weiss	8925 Sharon Drive, New Port Richey, FL 34654
Jill Sellars	39211 Park Drive, Zephyrhills, FL 33541
Kathryn Starkey	10920 Alico Pass, New Port Richey, FL 34655

who shall serve until the next annual meeting of the members of the corporation or until their successors are elected.

Thereafter, at the annual meeting of the members of the corporation, the Board of Directors shall be elected each year for a one (1) year term. The Board of Directors shall serve without compensation.

## **ARTICLE V**

### **POWERS**

This corporation shall have all powers granted by applicable Florida law to not-for-profit corporations as provided in Section 617.0302, Florida Statutes subject to the following limitations and restrictions:

(a) **Powers Limited to Stated Purpose.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its shareholders, 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 II hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

President  
Vice President  
Secretary  
Treasurer

Alison Crumbley  
Laurie Weiss  
Jill Sellars  
Kathryn Starkey

## **ARTICLE VIII**

### **MEMBERS**

The membership of this corporation shall consist of residents of the United States of good character and reputation admitted to membership as hereinafter provided:

(a) All persons herein named as subscribers and members of the initial Board of Directors.

(b) Other adult members of the community interested in donating their time and services in order to carry out the purposes of the corporation. Any persons meeting the qualifications set forth above who request membership in the corporation shall be admitted as members and their names and addresses shall be duly noted by the secretary in the corporate records.

## **ARTICLE IX**

### **ANNUAL MEETING**

The annual meeting of members and of the Board of Directors shall be held at the time and place set forth in the By-Laws of this corporation. Special meetings may be called and held as provided in the By-Laws of this corporation.

**ARTICLE X**

**BY-LAWS**

The By-Laws of the corporation shall be adopted by the Board of Directors at the first organizational meeting of the Board of Directors. Thereafter, the By-Laws of the corporation may be amended or adopted at any regular meeting or at any special meeting called for that purpose by majority vote of those Trustees present and voting so long as they do not conflict with the provisions of these articles.

**ARTICLE XI**

**INCORPORATORS**

The names and street addresses of the incorporators for these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Alison Crumbley	10811 Panicum Court, New Port Richey, FL 34655
Laurie Weiss	8925 Sharon Drive, New Port Richey, FL 34654
Jill Sellars	39211 Park Drive, Zephyrhills, FL 33541
Kathryn Starkey	10920 Alico Pass, New Port Richey, FL 34655

**ARTICLE XII**

**NONSTOCK BASIS**

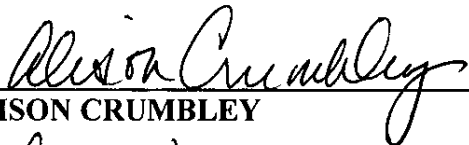
This corporation is organized on a nonstock basis. This corporation shall not issue shares of stock.


**ARTICLE XIII**

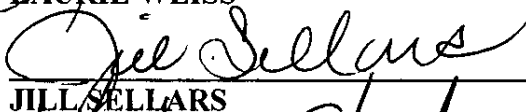
**AMENDMENT**

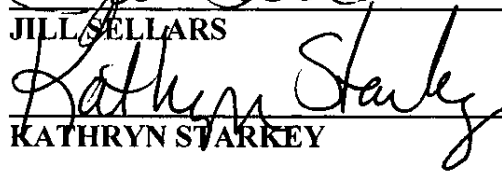
The Board of Directors may propose amendments to the Articles of Incorporation at the annual meeting or at any special meeting of the corporation called for such purpose. Proposed amendments to the Articles of Incorporation shall be adopted upon a two-thirds (2/3) vote of the membership in attendance at the annual meeting or special meeting called for such purpose.

IN WITNESS WHEREOF the undersigned incorporators have executed these Articles of Incorporation this 24th day of March, 2007.

  
ALISON CRUMBLEY

  
LAURIE WEISS

  
JILL SELLARS

  
KATHRYN STARKEY

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provision of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is CINDERELLA PROJECT, INC.
2. The name and address of the registered agent and office is: Alison Crumbley, 10811 Panicum Court, New Port Richey, Florida 34655.

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: \_\_\_\_\_

3/24/07

\_\_\_\_\_  
Alison Crumbley

*Alison Crumbley*

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