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FLORIDA PROFIT/NON PROFIT CORPORATION

Beauty for Ashes, Inc.

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**ARTICLES OF INCORPORATION
OF
BEAUTY FOR ASHES, INC.**

A Florida Not For Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this Corporation shall be BEAUTY FOR ASHES, INC.

ARTICLE II

The corporation shall have perpetual duration.

ARTICLE III

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

- (a) To make a positive difference in the lives of those who have made the choice to have an abortion or multiple abortions; who have counseled others to abort; who worked or are working in a clinic where abortions are performed; to provide a safe place to share honestly and confidentially through one-to-one interaction with a licensed Christian counselor specializing in post-abortive counseling; to inspire and equip individuals so they can know the healing power of God's love

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through the ministry of His Word; and as a possible outcome of their healing and growth begin to minister to others.

- (b) The general purposes for which this corporation is formed are to operate exclusively for such religious and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.
- (c) The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.
- (d) The corporation shall have the general powers, and be governed by the general statutes of the State of Florida, which have heretofore passed and are now in force, and any statute subsequently passed governing, controlling and directing the general conduct of corporations organized for the general welfare and not for profit, except in so far as such statutes may be in conflict with the express provisions of this act.

ARTICLE IV

The corporation is organized upon a non-stock basis. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of

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membership, if any, the property, voting, and other rights and privileges of members, and their duties shall be as regulated in the bylaws.

ARTICLE V

The street address of the initial registered office of the corporation is 12440 Sullivan Road, Clermont, FL 34711. The name of the initial registered agent at such address is Janet A. Darrah. The principal office shall be at 12440 Sullivan Road, Clermont, FL 34715. The mailing address of the corporation shall be 12440 Sullivan Road, Clermont, FL 34715.

ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall not be less than three (3); provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members as provided for in the bylaws at which time an election of officers shall be held.

The number of directors of the corporation may be increased to any number not exceeding fifteen (15), as may be determined by the membership, and such members shall have authority to prescribe the terms of office and prescribe the manner of electing members to fill vacancies that may arise in such board of directors when either by death or resignation the said membership of the board of directors shall become vacant before the expiration of the term for which said number was elected.

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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 the 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 of other document filed under any provision of law that 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 that the articles of incorporation and 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 the initial persons who are to serve as the initial directors are:

Janet A. Darrah, 12440 Sullivan Road, Clermont, FL 34715; and
Michael M. Darrah, 12440 Sullivan Road, Clermont, FL 34715.

ARTICLE VII

The names and addresses of each incorporator are:

Janet A. Darrah, 12440 Sullivan Road, Clermont, FL 34715; and
Michael M. Darrah, 12440 Sullivan Road, Clermont, FL 34715.

ARTICLE VIII

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, wither by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

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ARTICLE IV

The property of this corporation is irrevocably dedicated to religious and educational 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 X

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI.

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. Amendments may be adopted by a vote of at least two-thirds (2/3) of a quorum of members of the corporation.

IN WITNESS WHEREOF, we, the undersigned, being the incorporators of this corporation, for the purposes of forming this not for profit charitable corporation under the laws of the State of Florida, have executed these articles of incorporation on May 10, 2007.

Janet A. Darrah
Janet A. Darrah

Michael M. Darrah
Michael M. Darrah

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STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized to take acknowledgments, personally appeared Janet A. Darrah, who produced personally
known to me for identification, and she acknowledged her execution of the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 10 day of May, 2007.

Lila L. Morrison
Notary Public – State of Florida



STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized to take acknowledgments, personally appeared Michael M. Darrah, who produced personally
known to me for identification, and he acknowledged his execution of the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 10 day of May, 2007.

Lila L. Morrison
Notary Public – State of Florida



ACCEPTANCE OF REGISTERED AGENT

I, Janet A. Darrah, do hereby accept the appointment of registered agent of BEAUTY FOR ASHES, INC., this 10 day of May, 2007.

Janet A. Darrah
Janet A. Darrah

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