

No7000005977

(Requestor's Name)

Grant Nieldu
2061 Indian River Blvd
Vero Beach, FL
32960

(City/State/Zip/Phone #)

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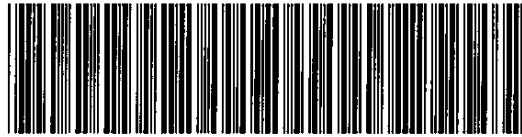
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C.F. 6-15

ARTICLES OF INCORPORATION OF CHARITY ASSISTANCE NETWORK, INCORPORATED

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-For-Profit Corporation Act (Chapter 617, Florida Statutes), makes and adopts the following articles of incorporation:

Article I

Name

The name of the corporation is as follows: Charity Assistance Network, Incorporated.

Article II

Address

The address of the principal office and the mailing address of the corporation is: 2061 Indian River Boulevard, City of Vero Beach, County of Indian River, State of Florida.

Article III

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is: 2061 Indian River Boulevard, City of Vero Beach, County of Indian River, State of Florida. The name of its initial registered agent at that address is: Angela Profeta.

Article IV

Members

The corporation shall have no voting members.

Article V

Not For Profit

Notwithstanding any other provision of these Articles of Incorporation:

- a. No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

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- b. If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).
- c. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3) and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.
- d. The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.
- e. Upon dissolution of the corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.
- f. The corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes which are consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended.

Article VI

Duration

The duration (term) of the corporation is perpetual.

Article VII

Purposes

The corporation is organized and shall be operated exclusively for charitable purposes. Such purposes include but are not limited to assisting charities and non-governmental organizations with their specific goals and projects related to children and their caregivers' well being in order to improve overall quality of life.

Article VIII

Powers

Solely for the above purposes, the corporation shall have the following powers:

- a. To facilitate the contribution of money and resources by foundations, corporations and individuals to fund the aforementioned activities.
- b. To act as an intermediary between funding entities and individuals and the charitable and non-governmental organizations in order to achieve their specific goals and projects.
- c. To hold, manage and distribute funds to charitable and non-governmental organizations as directed by funding entities and individuals or in its discretion if so authorized by funding entities and individuals.
- d. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, 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 the property and the income, principal and proceeds of the property.
- e. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act.
- f. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

Article IX

Board of Directors

There shall be a board of directors consisting of at least three individuals. The names and addresses of those people who are to serve as the Initial Directors are:

<u>Name</u>	<u>Address</u>
Angela Profeta	2061 Indian River Boulevard Vero Beach, Florida 32960
Grant R. Nieddu	2061 Indian River Boulevard. Vero Beach, Florida 32960
Scott Parker	2061 Indian River Boulevard Vero Beach, Florida 32960

Thereafter, each director shall be elected by majority vote in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

Article X

Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

Article XI

Incorporators

The name and street address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Angela Profeta	2061 Indian River Boulevard Vero Beach, Florida 32960
Grant R. Nieddu	2061 Indian River Boulevard Vero Beach, Florida 32960

Article XII

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 XIII

Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

Article XIV

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. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws. Each Director and each officer or former Director or officer may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance or duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase and maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

Article XV

Limitation On Scope Of Liability

No director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the Corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves the intentional misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Directors for which liability is expressly provided for by statute.

Article XVI

Informal Action by Directors

Any action required by law to be taken at a meeting of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by a sufficient number of Directors as would be necessary to take that action at a meeting at which all of the Directors were present and voted. All consents signed in this manner must be delivered to the Secretary or other officer having custody of the minute book within sixty (60) days after the date of the earliest dated consent delivered to the Corporation in this manner. A facsimile transmission or other similar transmission shall be regarded as signed by the Director for purposes of this Article.

Article XVII

Commencement of Corporate Existence

The date when corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these articles of incorporation as follows:

Angela Profeta
Angela Profeta

Incorporator / Registered Agent

5/3/2007

Date

Grant Nieddu
Grant Nieddu

02/28/2007

Date

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