

7-26-8

# FREDERICK J. GANT

ATTORNEY AND COUNSELOR AT LAW

FREDERICK J. GANT  
\*Florida & Alabama Bar

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July 19, 2007

Secretary of State  
State of Florida  
Tallahassee, Florida 32301

**Re: Articles of Correction for The Action Center Too2! Of Florida, Inc.**

Dear Madam/Sir:

Enclosed please find the Articles of Correction to be filed along with our check in the amount of \$78.75 for the above matter. Once the document is filed, please return to this office.

If you have any questions, please contact our office.

Sincerely,



Tracy Rush  
Paralegal to Fred Gant  
[tlr@allbrittongant.com](mailto:tlr@allbrittongant.com)

/tlr  
enclosures

**ARTICLES OF INCORPORATION  
OF THE  
THE ACTION CENTER TOO2! OF FLORIDA, INC.  
A FLORIDA NON PROFIT CORPORATION**

**FILED**  
2007 JUL 26 P 5:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE ONE. NAME**

The name of the corporation is **THE ACTION CENTER TOO2! OF FLORIDA, INC.**

**ARTICLE TWO. STATEMENT OF CORPORATE NATURE**

This is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

**ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is organized is to provide educational and community services to poor and at risk youth and their families who reside in Florida. The general purpose for which this corporation is formed is to operate exclusively for such purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 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

Codè. This 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. This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

#### **ARTICLE FOUR. TERM**

This corporation shall have a perpetual existence.

#### **ARTICLE FIVE. SUBSCRIBERS**

The names and residence addresses of the subscribers of this corporation are as follows:

Aria Doe  
1414 Wheatley Street  
Far Rockaway, New York 11691

#### **ARTICLE SIX. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT**

The County in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the 5824 Ringgold Drive, Pensacola, Florida 32503, County of Escambia.

The name and address of this corporation's registered agent is

Frederick J. Gant, 322 West Cervantes Street, Pensacola, Florida 32501; and his mailing address is the same.

**ARTICLE SEVEN. MANAGEMENT OF  
CORPORATE AFFAIRS**

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall not be less than one (1); provided, however, that such number may be changed by a bylaw duly adopted by the Board of Directors.

Each director and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director or officer may be entitled as a matter of law.

The names and addresses of such first members of the board of directors are as follows:

John D. Beck, Chair Person  
5824 Ringgold Drive  
Pensacola, Florida 32503

Lyric Doe, Vice Chairman/Treasurer  
1414 Wheatley Street  
Far Rockaway, New York 11691

Claudia Annette Fews, Secretary  
13536 Silversand Road  
Victorville CA 92394

Barbara Rankins, Member  
11330 Andy Drive  
Riverview, Florida 33569

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 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 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.

No contract or other transaction between the corporation and other corporations in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any

director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

#### **ARTICLE EIGHT. BYLAWS**

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

#### **ARTICLE NINE. DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable 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, 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 Three hereof.

#### **ARTICLE TEN. DISTRIBUTION OF ASSETS**

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 nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE ELEVEN. AMENDMENT OF ARTICLES**

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.

#### **ARTICLE TWELVE. INCORPORATORS**

I, the undersigned, being the incorporator of this corporation, and including all the persons herein named as the



subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these articles of incorporation on this 19<sup>th</sup> day of July, 2007.

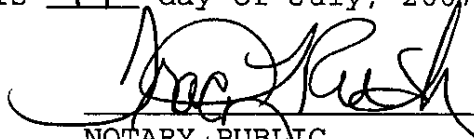
  
**ARIA DOE, INCORPORATOR**

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

**BEFORE ME**, the undersigned authority, personally appeared **ARIA DOE**, to me well known and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the foregoing Articles for the purposes therein stated.

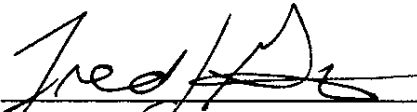
**WITNESS** my hand and seal on this 19<sup>th</sup> day of July, 2007.



  
**NOTARY PUBLIC**  
My Commission Expires:

**ACCEPTANCE OF APPOINTMENT**  
**AS REGISTERED AGENT**

I, **FREDERICK J. GANT**, hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation, The Action Center Too2! Of Florida, Inc.

  
**FREDERICK J. GANT**  
322 West Cervantes Street  
Pensacola, Florida 32503  
850-433-3230  
Mailing Address: same as above

THIS INSTRUMENT PREPARED BY:

FREDERICK JEROME GANT, ESQUIRE  
Attorney at Law  
322 West Cervantes Street  
Pensacola, Florida 32501  
(850) 433-3230