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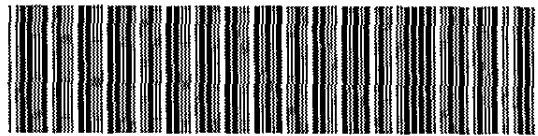
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
8/16

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Better World for Children Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michael B. Wallace
Name (Printed or typed)

1417 Pullen Road, Unit 303
Address

Tallahassee, FL 32303
City, State & Zip

850-552-0633
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

The Better World for Children Corporation

:-)

Article of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

Article I: Name

The name of the Corporation shall be *The Better World for Children Corporation :-)*.

Article II: Principal Office

The place in this state where the principal office of the Corporation is to be located in the City of Tallahassee, Leon County.

The principal place of business and mailing address of the Corporation is 208 West Carolina Street, Suite 216, Tallahassee, Florida 32301.

Article III: Purpose

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

The purpose for which the corporation is organized is to create a better world for all children ages 0 to 18. This will be accomplished through:

- The development and implementation of effective, research-based programs.
- Collaboration with other people and organizations who are involved in helping children.
- Conducting scientific research related to the development of better programs and services for children.
- Providing a range of services to other non-profit organizations to build their capacity to provide for the needs of children. These services will include, but not be limited to, fund development, grant writing, data collection and management, evaluation, and strategic planning.

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Article IV: Manner of Elections

The officers of the Board of Directors of the Corporation shall be elected by the members of the board at its annual meeting held in December of each year. The term of office shall be one year. Vacancies in any office, except for that of President, may be filled at any meeting of the Board of Directors. In the event of a vacancy in the office of President, the Vice-President shall succeed to that office for the unexpired portion of the term.

At least two weeks advance written notice shall be given to each member stating the time and place of the annual meeting. Nominations for Board officer positions may be made by letter, facsimile or e-mail to the main office of the Corporation prior to the annual meeting. Nominations will also be accepted during the meeting. Board members may attend the annual meeting via telephone and have full voting rights.

A Board member may designate a proxy to serve in his or her place by notifying the main Corporate office by letter, facsimile or e-mail at least two days prior to the annual meeting.

The annual meeting will generally follow Roberts Rules of Order. The current or acting President will serve as the chair for the annual meeting.

A quorum for the annual meeting shall consist of 30% of the Board membership. A simple majority of members present and voting (including those attending via telephone) shall prevail in matters coming before the members.

Article V: Board of Directors

1. The initial directors/officers of the Corporation will be:

President: Dr. Mike Wallace
1417 Pullen Road, Unit 303
Tallahassee, Florida 32303

Vice-President: Debbie Tanner
7702 Fairbanks Ferry Road
Havana, Florida 32301

Treasurer: William McCloud
1964 Larette Drive
Tallahassee, Florida 32333

2. The Directors of the Corporation shall exercise the rights, powers, and privileges of directors of a corporation organized under the Non-Profit Corporation Law of Florida. Subject to the limitation of the Articles of Incorporation, these Bylaws and law, all corporate powers shall be exercised by or under the authority of the Board of Directors.

3. The Board of Directors of the Corporation shall consist of a minimum of three full-voting members. No upper limit is placed on Board membership.
4. The affairs of this Corporation shall be managed by the Board of Directors, with the Officers (President, Vice-President, and Treasurer) overseeing day-to-day operations as outlined in Article VI.
5. Members of the Board shall be persons who evidence an interest in helping children, meet membership criteria established by the Board of Directors, and receive the affirmative approval of a majority of the Board of Directors.
6. Each member elected to the Board of Directors shall serve for a term of three years. Members whose terms expire shall be eligible for re-election by a majority of the Board of Directors.
7. Any Officer or Director of the Board of Directors may resign at any time by giving verbal or written notice to the Board of Directors or President, and shall be effective upon receipt by the Board of Directors unless otherwise specified. The current or acting President may appoint a member of Board of Directors to fill the unexpired term of a vacant officer position until the annual meeting in December.
8. Any Officer or Director may be removed from office for misconduct or malfeasance of office, or whenever, in the Board's judgment, the best interests of the Corporation would be served thereby. Specific charges against an Officer or Board member must be read at a regularly scheduled Board meeting, and then provided in writing to all members of the Board of Directors prior to the next regularly scheduled Board meeting. The Officer or Board member will also be afforded the opportunity for a hearing before the Board of Directors. Removal from office will require an affirmative vote by 75% of the attending Board members at a regularly scheduled meeting in which a quorum is present.
9. No officer or director shall receive direct compensation for acting as such. However, an officer or director may receive monies to cover expenses of attendance at meetings which relate to the business of the Corporation following approval by the Board of Directors.
10. All Officers and members of the Board of Directors shall act in accordance with the highest standards of professional integrity and ethics, and maintain these same standards of personal conduct in the capacity of their positions with the Corporation. All members must disclose any direct or indirect financial interest in the assets, leases, business transactions or professional services of the Corporation.
11. Each director shall be entitled to one vote on any matter submitted to a vote of the Board of Directors. Board members may attend Board meetings via telephone, and may designate a proxy to serve in his or her place by notifying the main Corporate office by letter, facsimile or e-mail.

12. The presence of 30% of the members at the beginning of a Board meeting shall constitute a quorum for the transaction of business. This includes proxies and Board members attending via telephone.

Article VI: Officers

1. The Officers of this Corporation shall be the President, Vice-President, and Treasurer. All officers of this Corporation shall be duly elected or selected members of the Board of Directors.
2. The President shall be the Chief Executive Officer of the Corporation, and shall be the principal representative of the Corporation and, subject to the control of the Board of Directors, supervise all of the business and affairs of the Corporation. When present, the President shall preside at all meetings of the Board. The President may sign any contract, check, agreement, or other instrument which the Board has authorized.
3. The Vice-President, in the absence or disability of the President, may perform any of the duties of the President. In coordination with the President and the Board, the Vice-President may serve as a representative of the Corporation and take part in all of the business and affairs of the Corporation.
4. The Treasurer shall oversee the books of the Corporation in accordance with generally accepted accounting principles. In the absence of the President and Vice-President, the Treasurer may sign any contract, check, agreement, or other instrument which the Board has authorized.

Article VII: Management

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 purpose set forth in Article III 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. A client is defined as an individual receiving services either through the Corporation or one of its partners. All client information is strictly confidential. Release of client information can only be done with the written consent of the client or his/her legal representative. Release

of information for a client under the age of consent must be approved in writing by the client's parent or legal guardian.

3. A partner is defined as a legally-recognized agency or organization either receiving services through the Corporation or collaborating with the Corporation in a joint venture. The relationship between the partner and the Corporation shall be specified in a written agreement between both parties. The Corporation cannot serve as the evaluator of a partner or of a partner's programs/services if the Corporation provides such services as fund development or marketing that place the Corporation in the position of advocate.
4. The Corporation shall keep at its principal officer: (a) minutes of all meetings of directors and committees of the board indicating the time and place such meetings were held, the names of those present, and proceedings thereof; (b) adequate and correct books and records of account, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts, and disbursements; (c) a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date. Any member of the public shall have the right at any reasonable time to inspect all corporate books, records and documents.

Article VIII: Fiscal Management

1. The fiscal year of the Corporation shall begin January 1 and end on December 31.
2. All funds received by the Corporation shall be deposited in financial institutions approved by the Board of Directors, and shall be maintained in designated fund accounts.
3. The Board of Directors, on behalf of the Corporation, accept any gifts, bequests or other monetary devices as may be used for the not-for-profit purposes of the Corporation.
4. All disbursements shall be made by check. Check requests over \$2,500 require two authorized signatures. Persons authorized to sign checks will include the President, Vice-President, Treasurer and any other Board member designated by the Board of Directors.

Article IX: Amendments

These bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds of the members of the Board of Directors present at any regular or special meeting, provided that notice of the proposed change is provided to each Board member by mail, facsimile or e-mail at least 15 days before the meeting at which the proposed bylaws may be altered.

Article X: Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.


Article XI: Initial Registered Agent and Street Address

The name and Florida street address of the registered agent is Dr. Mike Wallace, 1417 Pullen Road, Unit 303, Tallahassee, Florida 32303.

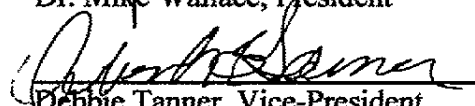
Article XII: Incorporator

The name and address of the Incorporator is Dr. Mike Wallace, 1417 Pullen Road, Unit 303, Tallahassee, Florida 32303.

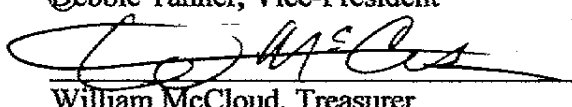
In witness whereof, we have hereunto subscribed our names this day of 8-16, 2007.



Dr. Mike Wallace, President



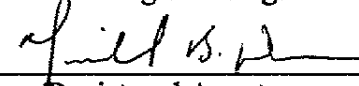
Debbie Tanner, Vice-President



William McCloud, Treasurer

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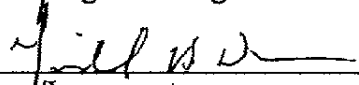
.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

8-16-07

Date



Signature/Incorporator

8-16-07

Date