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TALLAHASSEE, FLORIDA

MRS
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1007-42710

LAW OFFICES
FREEDMAN & McCLOSKY, P.A.
PROFESSIONAL ASSOCIATION
SUITE 700, WACHOVIA TOWER
ONE EAST BROWARD BOULEVARD
FORT LAUDERDALE, FL 33301

REED B. McCLOSKY
RANDY R. FREEDMAN

TELEPHONE (954) 764-3800
TELECOPIER (954) 764-2840

August 27, 2007

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

Re: The Seeds for Success Charitable Foundation, Inc.

Dear Sir/Madam:

I have enclosed this firm's check No. 6898 in the amount of \$70.00 as the filing fee for the above referenced corporation. I have also enclosed the original and one copy of the executed Articles of Incorporation. If you have any questions, please feel free to contact my office. Thank you.

Very truly yours,

FREEDMAN & McCLOSKY, P.A.



Reed B. McClosky, Esq.

RBM\cc
Enclosures
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

August 30, 2007

FREDMAN & MCCLOSKEY, P.A.
SUITE 700, WACHOVIA TOWER
ONE EAST BROWARD BOULEVARD
FORT LAUDERDALE, FL 33301

SUBJECT: THE SEEDS FOR SUCCESS CHARITABLE FOUNDATION, INC.
Ref. Number: W07000042710

We have received your document for THE SEEDS FOR SUCCESS CHARITABLE FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

- ✓ You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.
- ✓ Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.
- ✓ Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.
- ✓ Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filing Section

Letter Number: 307A00052046

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE SEEDS FOR SUCCESS CHARITABLE FOUNDATION, INC.

Article I

The name of the corporation is The Seeds For Success Charitable Foundation, 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:

The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity and education and for other charitable purposes, by the distribution of its funds for those purposes, and particularly to aid women entrepreneurs in starting business.

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all

properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the board of directors which shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), or as that statute may be amended.

Article IV

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 membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

Article V

The street address of the initial registered office of the corporation is One East Broward Boulevard, Suite 700, Fort Lauderdale, Florida 33301. The name of its initial registered agent at that address is Freedman & McClosky, P.A., attn: Reed B. McClosky, Esq.

The street address of the initial principal office of the corporation and the mailing address of the corporation is 461 Maya Palm South, Boca Raton, Florida.

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 be three; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on August 7, 2008, at 2:00 p.m. at 461 Maya Palm South, Boca Raton, Florida at which time an election of directors shall be held by the method stated in the bylaws.

Directors elected at the first annual meeting and at all subsequent times, shall serve for a term of two years until the second annual meeting of members following the election of directors and until the qualification of the successors in office.

Annual meetings shall be held at 2:00 p.m. on the first Thursday in August of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

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 individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner 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 act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names of the persons who are to serve as the initial directors are:

Regina M. Vetto
Deborah Persico Coyne
Veronica M. Wagner

Article VII

The name and address of the incorporator is:

Name	Address
Reed B. McClosky, Esq.	One East Broward Blvd., Ste. 700 Fort Lauderdale, FL 33301

Article VIII

The board of directors shall elect a president and secretary, and may elect any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

Deborah Persico Coyne - President

Regina M. Vetto - Secretary

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida 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, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article X

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, or to the benefit of any private individual.

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 a least two-thirds of a quorum of members of the corporation.

I, the undersigned, being the incorporator 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 on September 11, 2007.

Incorporator:



REED B. McCLOSKEY, ESQ.

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 11th
day of September, 2007 by REED B. McCLOSKEY, ESQ., who is personally
known to me or who has produced N/A as
identification.



[Signature]
NOTARY PUBLIC

My Commission Expires: 6/20/09

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: 9/11/07

[Signature]
Reed B. McClosky, Esq.

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