

Division of Corporations

Page 1 of 1

NO7000010561

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000266242 3)))



H070002662423ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : DELOACH & HOFSTRA, P.A.
Account Number : T19990000123
Phone : (727) 397-5571
Fax Number : (727) 393-5418

FLORIDA PROFIT/NON PROFIT CORPORATION

Jim Rosekrans' Toy Run Foundation, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 OCT 29 PM 12:34

APPROVED
AND
FILED

Electronic Filing Menu

Corporate Filing Menu

Help

((H07000266242 3)))

ARTICLES OF INCORPORATION
OF

JIM ROSENKRANS' TOY RUN FOUNDATION, INC.

We, the undersigned, with other persons being desirous of forming a corporation for charitable purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I - NAME

The name of this corporation is JIM ROSENKRANS' TOY RUN FOUNDATION, INC.

ARTICLE II - PURPOSES

This corporation is organized for the purpose of devoting and applying the property of the corporation and the income derived therefrom exclusively for charitable purposes, including, but not limited to, providing toys and Christmas gifts to children. This corporation shall have all of the powers conferred upon a corporation by the laws of the State of Florida, except as herein prohibited or as forbidden by the Bylaws of the corporation, necessary or desirable to carry out its charitable purposes, consistent with the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code (as it now exists or may be amended). This corporation expressly is prohibited from carrying on activities other than charitable activities beyond the limit permitted by Section 501(c)(3) of the Internal Revenue Code (as it now exists or may be amended).

ARTICLE III - POWERS

The corporation shall have full power to transact and perform such acts and things as shall be necessary or appropriate for the attainment of the purposes described in ARTICLE II above. Without limiting the generality of the foregoing language, the corporation shall have the power:

((H07000266242 3)))

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 OCT 29 PM 12:31

APPROVED
AND
FILED

(((H07000266242 3)))

- (1) To acquire, receive and accept, by way of grant, gift, devise, bequest, purchase, lease or otherwise, real property and personal property of every kind, including security interests in real property (which term, for purposes hereof, includes without limiting the generality thereof, first mortgages on real property and receipts, notes, certificates or other instruments representing any rights or interests therein or with respect thereto) created or issued by any person, firm, association, corporation or government or subdivision thereof;
- (2) To exercise all rights, powers, and privileges in respect to the above described property, including the power to hold, administer, sell, convey and dispose of, invest and reinvest such property and the income and proceeds thereof;
- (3) To use, apply or disburse any of its property or the income or proceeds thereof, exclusively for or toward any one or more of the purposes as enumerated in ARTICLE II;
- (4) To take any other lawful action necessary to the accomplishment of the purposes described in ARTICLE II.

ARTICLE IV - MEMBER

Until modified by the By-Laws of this corporation, the sole member of this corporation shall be Jamilou T. Rosenkrans or her appointed successor(s). In order to save expenses, it is agreed that the affairs of this corporation shall be managed by Harley Davidson of St. Petersburg, Inc., a Florida corporation. The member of this corporation may designate additional members from time to time.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - INCORPORATOR

The names and address of incorporator to these Articles are:

(((H07000266242 3)))

((H07000266242 3))

NameAddress

Jamilou T. Rosenkrans

2805 54th Avenue North
St. Petersburg, FL 33714ARTICLE VII - OFFICERS

1. The officers of the corporation shall be a president, vice-president, secretary, and a treasurer, and such other officers as may be provided in the By-Laws.

2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

OfficeName & Address

President

Jamilou T. Rosenkrans
2805 54th Avenue North
St. Petersburg, FL 33714

Vice-President

Steve Greenstein
216 Lake Hobbs Road
Lutz, FL 33549

Secretary/Treasurer

Dawn Rhodes
8101 31st Avenue North
St. Petersburg, FL 33710

The officers shall be elected in the manner provided in the By-Laws.

ARTICLE VIII - BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3). The manner and election of the Board of Directors is stated in the By-Laws.

((H07000266242 3))

(((H07000266242 3)))

2. Members of the Board of Directors shall be elected from the voting membership of the corporation at the annual meeting or at any special meeting called for that purpose.

3. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

<u>Name</u>	<u>Address</u>
Jamilou T. Rosenkrans	2805 54th Avenue North St. Petersburg, FL 33714
Steve Greenstein	216 Lake Hobbs Road Lutz, FL 33549
Dawn Rhodes	8101 31st Avenue North St. Petersburg, FL 33710

ARTICLE IX - BY-LAWS

1. The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as may be deemed necessary.

2. Upon proper notice, the By-Laws may be amended, altered, or rescinded by a majority vote of the Board of Directors, at any regular meeting or any special meeting called for that purpose.

ARTICLE X - AMENDMENTS

1. These Articles of Incorporation may be amended by a special meeting of the membership called for that purpose, by a majority vote by those present, unless a larger percentage shall be required by law.

2. Amendments may also be made at a regular meeting of the membership upon notice

(((H07000266242 3)))

((H07000266242 3))

given, as provided by the By-Laws, of intention to submit amendments.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The registered office and place of business of this corporation shall be at 2805 54th Avenue North, St. Petersburg, FL 33714, or such other place as the Board of Directors may designate. The initial registered agent at such address is Jamilou T. Rosenkrans.

ARTICLE XII

It is the intention of this corporation at all times to qualify and remain qualified as exempt from Federal and Florida income taxes as same may from time to time be amended. Accordingly:

- (a) The corporation is not to have authority to issue capital stock.
- (b) The corporation shall not be conducted or operated for profit, and no part of the net earnings of the corporation shall inure to the benefit of any member or individual nor shall any of such net earnings nor any of the property or assets of the corporation be used other than for the purpose of the corporation set out in ARTICLE II hereof.
- (c) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene, by publishing or distributing of statements or otherwise, in any political campaign of any candidate for public office.
- (d) In the event of a liquidation, dissolution, termination or winding up of the corporation, whether voluntary, involuntary, or by operation of law, all of the property or assets of the corporation remaining after discharge of valid obligations, including costs and expenses of dissolution, shall be distributed among organizations which are qualified for exemption under Section 501(c)(3) and Section 170(c) of the Internal Revenue Code, for a

((H07000266242 3))

(((H07000266242 3)))

public purpose, and none of the assets shall be distributed to any member, officer or director of this corporation.

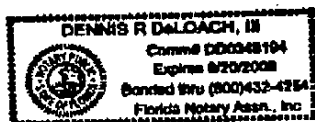
IN WITNESS WHEREOF, the undersigned-subscribing incorporator has hereunto set his hand and seal, this 22nd day of October, 2007, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



JAMILOU T. ROSENKRANS

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JAMILOU T. ROSENKRANS, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed and subscribed to these Articles of Incorporation.

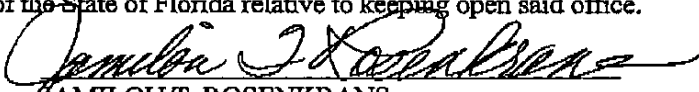
WITNESS my hand and official seal at the County and State named above this 22nd day of October, 2007.




Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.


JAMILOU T. ROSENKRANS
Registered Agent

APPROVED
AND
FILED
07 OCT 29 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H07000266242 3)))