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FLORIDA PROFIT/NON PROFIT CORPORATION

HELP THEM CALL HOME, INC.

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Corporate Filing Menu

Help

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ARTICLES OF INCORPORATION
of
HELP THEM CALL HOME, INC.
(A Corporation Not for Profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, acting as the incorporator of a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

Article I
Name

The name of the Corporation shall be HELP THEM CALL HOME, INC.

Article II
Duration

The duration of the Corporation is perpetual.

Article III
Principal Office

The principal place of business and mailing address of the Corporation, located in Escambia County, Florida, shall be:

6420 Guilford Drive
Pensacola, Florida 32504

Article IV
Purposes

The purposes and power for which the Corporation (hereinafter called the Corporation) is organized are as follows:

Section 1. Said Corporation is organized for charitable, religious, scientific,

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literary, or educational 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 federal tax code; providing or arranging for production of educational and religious based media programs and for the purpose of accomplishing the same; to receive and maintain real or personal property, or both; and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 purposes set forth in Article Third 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

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any other activities not permitted to be carried on (a) by a corporation exempt from federal 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.

Section 3. 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, for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

Article V
Members

This Corporation shall have no members.

Article VI
Board of Directors and Manner of Election

Section 1. The affairs of the Corporation and all of its property shall be directed by a Board of Directors numbering not fewer than three (3) elected directors nor more than fifteen (15) elected directors from among the directors of the Corporation, as may be fixed by the By-Laws. Such directors will be elected at the annual meeting of all of the directors of this Corporation to be held in October of each year at such time and at

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such place as the Board of Directors may from time to time fix.

Section 2. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and may be authorized to exercise all or part of the powers and authority of the Board of Directors.

Section 3. The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as initial directors of the Corporation are as set forth in Article VII.

Article VII
Initial Directors and/or Officers

The names and addresses of the persons who are the initial directors of the Corporation are as follows:

Jodie L. Butler
6420 Guilford Drive
Pensacola, Florida 32504

Pete Southerland
324 Dolphin Street
Gulf Breeze, FL 32561

Sparky Folkers
2 Fairpoint Place
Gulf Breeze, FL 32561

Article VIII
Initial Registered Agent and Street Address

The name and Florida street address of the registered agent is:

Kevin D. Nelson, Esq.
Emmanuel, Sheppard & Condon
30 South Spring Street
Pensacola, FL 32502

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Article IX
Incorporator

The name and address of the Incorporator is:

Jodie L. Butler
6420 Gulford Drive
Pensacola, Florida 32504

Article X
Indemnification

The Corporation shall indemnify the directors, officers, employees and agents of the Corporation who are involved in any suit, action or proceeding by reason of such person or persons being, or having served at the request of the Corporation as, a director, officer, employee, or agent of the Corporation, in the manner provided, and to the maximum extent permitted by the Florida Not For Profit Corporation Act and the Florida General Corporation Act.

Article XI
Non-stock Corporation

The Corporation is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Corporation; provided that, membership in the Corporation may be evidenced by a certificate of membership which shall contain a statement printed prominently on the face of the certificate that the Corporation is a corporation not for profit. The Corporation shall not pay dividends, and no part of the income of the Corporation shall be distributed to its past or present directors or officers; provided, however, that the Corporation may reimburse such persons for expenses actually incurred in connection with the exercise of their respective duties for and on behalf of the Corporation. In the event that the Corporation is dissolved according to

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law, no assets or property of the Corporation shall directly or indirectly be distributed to or inure to the benefit of any past or current director or officer.

Article XII
By-Laws

By-laws of this Corporation will be adopted in the first instance by the first Board of Directors. Amendments to these Articles or to the by-laws shall be formulated by the Board of Directors. Such proposed amendments may then be adopted by the approval of two-thirds of the board present at such annual or special meeting.

Article XIII
Restrictions

A. The purposes for which the organization is organized are religious, charitable, scientific, literary and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

B. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

C. Notwithstanding any other provision of these Articles, upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding Section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be

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disposed of by the Court of the county in which the principal office of the organization is then located, for such purposes.

Executed this 6 day of November, 2007.


Jodie L. Butler, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR HELP THEM CALL HOME, INC., A FLORIDA NOT FOR PROFIT CORPORATION (THE "CORPORATION"), IN THE FOREGOING ARTICLES OF INCORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION OF THE CORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT, ON BEHALF OF THE CORPORATION, AND ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND AGREES TO ACCEPT THE OBLIGATIONS AND RESPONSIBILITIES IMPOSED UPON REGISTERED AGENTS FOR THE CORPORATION AND FURTHER AGREES TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND TO ACCEPT THE DUTIES AND OBLIGATIONS OF THE FLORIDA STATUTES.

Date: 11-9-07


Kevin D. Nelson, Registered Agent

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