

Division of Corporations

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Fax Number : (850) 617-6381

From:

Account Name : O'BRIEN, RIEMENSCHNEIDER, KANCILIA & LEMONIDIS, P.A.
Account Number : 105204000476
Phone : (321) 728-2800
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FLORIDA PROFIT/NON PROFIT CORPORATION

Hope Chest, Inc.

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ARTICLES OF INCORPORATION

OF

HOPE CHEST, INC.

A Florida Non-Profit Corporation

The undersigned, desiring to form a corporation not for profit, pursuant to the Laws of the State of Florida, as contained in Chapter 617 of Florida Statutes, hereby certify as follows:

ARTICLE I

Corporate Name

The name of this corporation shall be HOPE CHEST, INC., located at 6450 N. Wickham Road, Suite 105, Melbourne, Florida 32940.

ARTICLE II

Corporate Nature

This is a not-for-profit corporation, and is organized solely for general charitable, educational and/or religious purposes, pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes, as well as pursuant to Sec. 501 of the Internal Revenue Code of 1986, as amended, and including for such purposes the making of distributions to organizations that qualify as exempt organizations under Sec. 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III

General and Specific Purpose

The general purposes for which this corporation is formed are to operate exclusively for such religious, charitable and/or educational purposes as will qualify it as an exempt organization under

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Sec.501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, including, for such provisions, the making of distributions or organizations which qualify as tax exempt organization under the Code, as aforesaid.

The specific and primary purposes for which this corporation is formed is: (1) to promote, encourage and educate children in Brevard County, Florida about the opportunities and advantages of a college education; (2) to promote, aid and support affordable college education to eligible children in Brevard County, Florida; (3) to receive, maintain and accept, as assets of the corporation, any property, whether real, personal or mixed, by way of gift, bequest, devise or purchase, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the dispositions of income or principal to any organization other than an "educational or charitable organization" or for any purpose other than "educational or charitable purposes" within the respective meanings of such quoted terms as defined herein or which would jeopardize the Federal Income Tax exemption of this corporation pursuant to Sec. 501(c)(3) of the Internal Revenue Code of 1986, as now in force or acts in amendment thereof or substitution thereof; and (4) to advance educational, charitable and any other related or corresponding charitable purposes, including distribution of its funds for such purposes to organizations that qualify as exempt organizations under Sec.501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any subsequent United States Revenue Law.

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ARTICLE IV**Duration**

This corporation shall exist perpetually, commencing upon the signing of these Articles, unless dissolved under provisions of its constitution, Bylaws or the Florida Statutes.

ARTICLE V**Incorporator**

The name and address of the incorporator of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James M. O'Brien, Esq.	1686 West Hibiscus Blvd. Melbourne, FL 32901

ARTICLE VI**Management of Corporate Affairs**

(a) The affairs of the corporation shall be managed by a Board of Directors. The method of election of directors shall be as determined by the Bylaws of the corporation.

(b) The corporation shall hold and manage all property received and accepted by it to be administered hereunder, and shall pay over, transfer, distribute, administer, or otherwise deal with the principal and income thereof, in such manner or manners, and at such time or times, as in the judgment of the directors shall be suited to carrying out the purposes of the corporation. The Board of Directors shall oversee the employment of personnel, managers, administrators, assistants, secretaries, and other persons, agents, servants and employees, provided, always, however, that no part of the property held by the corporation, or the earnings thereon, shall inure or be payable to or for the benefit of any private shareholder or individual.

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(c) The Board of Directors shall have all the authority vested in it by Chapters 617 and 607 of the Florida Statutes, as amended from time to time.

(d) The corporation shall have all powers granted to it under Chapter 617 of the Florida Statutes, as amended from time to time, provided that such powers are not in conflict with the provisions of Sec. 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE VII

Initial Directors

The names and addresses of such first members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mitchell Ribak, President	6450 N. Wickham Road #105 Melbourne, FL 32940
Marilyn Fashano Vice President, Secretary	436 Ninth Avenue Indianapolis, FL 32903
Patty Martin, Treasurer	2700 Judge Fran Jamieson Way Viera, FL 32940-6699

ARTICLE VIII

Corporate Officers

The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers and agents as the Bylaws of this corporation may authorize the Directors to elect from time to time.

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ARTICLE IX**Board of Directors**

The number of Directors shall be set by the Bylaws. The Board of Directors of the Corporation shall consist of no less than three (3) Directors. The Directors shall serve on the Board for life. Any Director may resign at any time by providing the remaining Directors thirty (30) days prior written notice. Vacancies on the Board of Directors shall be filled within sixty (60) days of the event that caused the vacancy. New Directors shall be chosen to serve for life by a majority vote of the remaining Directors, unless the remaining Directors elect by majority vote to not fill said vacancy.

ARTICLE X**Dedication of Assets**

The property of this corporation is irrevocable dedicated to charitable, educational and/or religious purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, trustee, or member thereof, or to the benefit of any private individual. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Sec.501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation whose contributions are deductible under Sec.170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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ARTICLE XI**Distribution of Assets**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to another organization or organizations which are organized and operated for the same purposes for which this corporation is organized and operated or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XII**Members**

There shall be no members or shareholders of this corporation.

ARTICLE XIII**Bylaws**

Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, by a vote of a majority of the Board of Directors.

ARTICLE XIV**Amendment of Articles**

Amendments to these Articles of Incorporation may be adopted by a vote of a majority of the Board of Directors.

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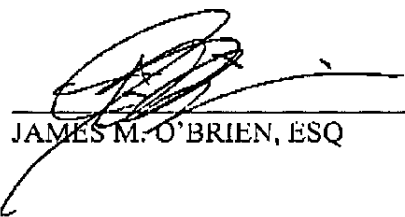
ARTICLE XV**Indemnification**

This corporation shall be permitted to indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE XVI**Registered Agent and Office**

The initial registered office of this corporation shall be the Law Offices of O'BRIEN, RIEMENSCHNEIDER, WATTWOOD & CANTWELL, P.A., 1686 West Hibiscus Blvd., Melbourne, Florida, 32901, and the initial registered agent at that address shall be JAMES M. O'BRIEN, ESQ.

I, the undersigned, being the sole incorporator of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this non-profit religious, charitable and/or educational corporation under the laws of Florida, have executed these Articles of Incorporation, this 12th day of November, 2007.



JAMES M. O'BRIEN, ESQ

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

FIRST, that HOPE CHEST, INC., a Florida Non-Profit organization, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named JAMES M. O'BRIEN, ESQ., 1686 West Hibiscus Boulevard, Melbourne, Florida, 32901, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



JAMES M. O'BRIEN, ESQ.

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