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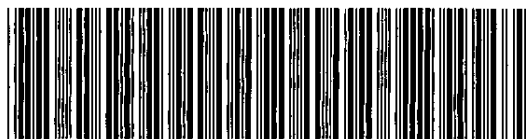
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
08 JAN 29 PM 4:01

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COVER LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 JAN 29 PM 4:01

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

SUBJECT: Sohopeful-Florida, Incorporated

(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: James A. Freeman

Name (Printed or typed)

P.O. Box 1465

Address

Santa Rosa Beach, Florida 32459

City, State & Zip

(850) 267-2898

Daytime Telephone number

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

08 JAN 29 PM 4:01

**ARTICLES OF INCORPORATION
OF**

Sohopeful-Florida, Inc.

A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION: The name of the corporation is -

Sohopeful-Florida, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS: The principal office and mailing address of the corporation is located at -
228 Market Street, Santa Rosa Beach, Florida 32459

ARTICLE III

PURPOSE: The purpose of the corporation is as outlined in the attached "Statement of Purpose".

ARTICLE IV

MANNER OF ELECTION: The method of initial selection to the Board of Directors, the number of directors, and subsequent election of Directors shall be as stated in the bylaws.

ARTICLE V

INITIAL BOARD OF DIRECTORS: The Incorporator shall appoint an initial Board of Directors as stated in the bylaws.

ARTICLE VI

REGISTERED AGENT: The name and address of the registered agent of the corporation is -

James A. Freeman
821 North Church Street
Santa Rosa Beach, Florida 32459

ARTICLE VII

INCORPORATOR: The name and address of the incorporator is -

James A. Freeman
P.O. Box 1465
Santa Rosa Beach, FL 32459

STATEMENT of PURPOSE

The purpose for which this corporation is formed is exclusively charitable and consists of the following:

1. To provide financially for the needs of felony and misdemeanor offenders and their spouses, children and other family members.
2. To lessen the burdens of government, lessen neighborhood tensions, eliminate prejudice, eliminate discrimination, and combat community deterioration.
3. To seek such grants as may be offered by any entity for the purpose of research related to the fundamental purposes of the organization as described herein; or grants to provide the services and support described herein.
3. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes similar and/or related to the purpose of this corporation, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
5. All of the foregoing purposes shall be exercised for exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

501(c)(3) LIMITATIONS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

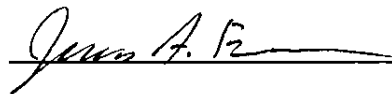
e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 29th day of January, 2008.

_____

James A. Freeman

STATE OF FLORIDA
COUNTY OF WALTON

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared James A. Freeman who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this
24th day of January, 2008.



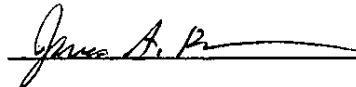
NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires: March 9, 2010



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 JAN 29 PM 4:01

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Sohopeful-Florida, a Florida not for profit corporation.



James A. Freeman

1-24-08

Date