

No 9000002115

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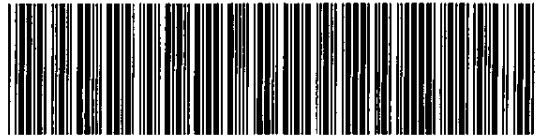
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**COVER LETTER**

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

**SUBJECT:** GIVE SECOND CHANCES, INC.

(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: SUSANNE S. WILSON

Name (Printed or typed)

1824 FARM WAY

Address

MIDDLEBURG, FL 32068

City, State & Zip

904-403-8312

Daytime Telephone number

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

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**ARTICLES OF INCORPORATION**  
**OF**  
**GIVE SECOND CHANCES, INC.**

The undersigned, for purposes of forming a corporation not for profit in compliance with Chapter 617, Florida Statutes, hereby submits the following Articles of Incorporation:

**Article I. NAME**

The name of the Corporation Not for Profit shall be **GIVE SECOND CHANCES, INC.** (the "Corporation").

**Article II. PRINCIPAL OFFICE & MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be:

1824 Farm Way  
Middleburg, Florida 32068

**Article III. DURATION**

The Corporation shall exist perpetually unless terminated sooner according to the laws of the State of Florida.

**Article IV. PURPOSE**

The Corporation is organized, and shall be operated, exclusively for such lawful charitable, educational, literary, or scientific purposes, as shall qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent Federal tax laws. Within the scope of the foregoing, the Corporation is organized and empowered to accept, hold, invest and disburse for charitable, educational, literary, or scientific purposes, such funds as may from time to time be given to it by any person, persons or entities. The purposes of the Corporation also include the performance of activities related or incidental to the furtherance of the Corporation's stated purposes and permitted under the laws of the United States and the State of Florida.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons,

- (a) unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding provisions of any subsequent Federal tax laws, and except
- (b) (i) as reasonable compensation for services rendered, or

- (ii) to make payments and distributions in furtherance of the purposes set forth in this Article IV.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), 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 of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent Federal tax laws.

## **Article V. BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, its Board of Directors. The Board of Directors shall consist of such number of persons as shall be fixed pursuant to the Bylaws from time to time, but shall not be less than the minimum number prescribed by applicable Florida law at the time the size of the Board is being fixed. The qualifications to serve as a director, the rights and powers of the directors, and the method of appointment or election of directors shall be as specified in the Bylaws.

## **Article VI. INITIAL DIRECTORS**

The Corporation shall have three (3) initial directors, who shall serve until the organizational meeting of the Board of Directors or until their successors are elected and qualify. The names and addresses of the initial directors are:

Melissa S. Boyett  
1824 Farm Way  
Middleburg, Florida 32068

Susanne S. Wilson  
1824 Farm Way  
Middleburg, Florida 32068

Kristal W. Boyett, Ph.D.  
4321 Devereux Terrace  
Pensacola, Florida 32608

## **Article VII. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent of the Corporation is:

Susanne S. Wilson  
1824 Farm Way  
Middleburg, Florida 32068

## **Article VIII. INCORPORATORS**

The name and street address of the Incorporator is:

Susanne S. Wilson  
1824 Farm Way  
Middleburg, Florida 32068

## **Article IX. DISSOLUTION**

In the event of the dissolution or winding up of the Corporation, the assets of the Corporation remaining after the payment of all debts and liabilities of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described by Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, or to the United States government, or to a state or local government, for a public purpose.

## **Article X. AMENDMENTS**

These Articles of Incorporation may be amended, altered, changed or repealed by the act of a majority of the Board of Directors of the Corporation.

## **Article XI. BYLAWS**

The Bylaws of the Corporation shall be made, amended, altered, changed or repealed by the act of the Board of Directors.

## **Article XII. INDEMNIFICATION**

The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

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

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

**GIVE SECOND CHANCES, INC** a Florida not for profit corporation, has designated Susanne S. Wilson, 1824 Farm Way, Middleburg, Florida 32068, as its agent to accept service of process within Florida.

**ACKNOWLEDGMENT:**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby acknowledges that the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

Dated this 26<sup>th</sup> day of February, 2009.



Susanne S. Wilson

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DIVISION OF CORPORATIONS  
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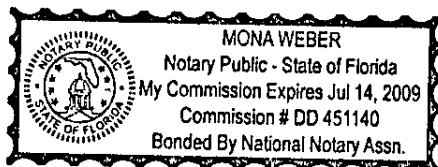
The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator has executed these Articles of Incorporation this 26<sup>th</sup> day of February, 2009.

Susanne S. Wilson  
Susanne S. Wilson  
Incorporator

**STATE OF FLORIDA  
COUNTY OF CLAY**

The foregoing instrument was acknowledged before me this 26 day of February, 2009, by Susanne S. Wilson who [☒] is personally known to me or [☐] has produced D/A as identification.



Mona Weber

Notary Public, State of Florida

Print Name: Mona Weber