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February 23, 2009

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

TRANSMITTAL LETTER

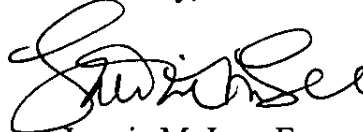
SUBJECT: THE COMPASS FOUNDATION, INC.

FROM: Laurie M. Lee, Esquire
Mathis & Murphy, P.A.
50 North Laura Street, Suite 1700
Jacksonville, Florida 32202

For further information concerning this matter, please call Laurie M. Lee, Esquire at (904) 356-4500.

Enclosed are an original and two (2) copies of the Articles of Incorporation and a firm check in the amount of \$87.50 representing payment of the Filing Fees, Certificate of Status fee & Certified Copy fee.

Sincerely,



Laurie M. Lee, Esq.

KBM/bk
Enclosures

**ARTICLES OF INCORPORATION
OF
THE COMPASS FOUNDATION, INC.**

The undersigned incorporator, for the purpose of forming a Florida Not for Profit Corporation, hereby adopts the following articles of incorporation:

ARTICLE I - Name

The name of the Corporation is:
THE COMPASS FOUNDATION, INC.

ARTICLE II - Purpose

This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, and 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.

Notwithstanding any of the statements of purposes and powers of this corporation contained herein, the corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the specific purposes of this corporation.

ARTICLE III – Principal Office

The street address of the principal office of the Corporation is:

8209 West Beaver Street, Suite 100
Jacksonville, Florida 32220

ARTICLE IV – Mailing Address

The mailing address of the office of this Corporation is:

8209 West Beaver Street, Suite 100
Jacksonville, Florida 32220

ARTICLE V – Tax Exemption Requirements

The corporation is organized and operated exclusively for the purposes set forth in

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Article II herein. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office.)

ARTICLE VI - Members

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation; the manner of their admission; the different classes of membership, if any; the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof; shall be set forth in the bylaws. The corporation shall be nonstock and no dividends or pecuniary profits shall be declared or inure to the members. There shall be no personal liability of members for corporate obligations.

ARTICLE VII – Registered Office and Agent

The initial street address of the Corporation's registered office is:

8209 West Beaver Street, Suite 100
Jacksonville, FL 32220

The initial registered agent for the Corporation at that address is:

Kevin Allen

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ARTICLE VIII – Board of Directors

The initial directors identified in the Articles of Incorporation will serve a one year

term unless removed by Members. At no time shall the corporation have less than three (3) directors. If alternative directors are not appointed and/or elected by the Members after one year, the initial directors will remain in their position for an additional one year term. The initial director of the corporation is/are:

<u>Names</u>	<u>Addresses</u>
Kevin Allen	8209 West Beaver Street, Suite 100 Jacksonville, Florida 32220
Sharon Allen	8209 West Beaver Street, Suite 100 Jacksonville, Florida 32220
Lisa White	1371 Cloverdale Lane Jacksonville, Florida 32221

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ARTICLE IX - Incorporator

The name and street address of the incorporator signing these articles of incorporation is:

<u>Name</u>	<u>Address</u>
Kevin Allen	8209 West Beaver Street, Suite 100 Jacksonville, Florida 32220

ARTICLE X – Officers

The board of directors shall elect the president, vice president, treasurer, secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers are to be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Names</u>	<u>Addresses</u>
President - Kevin Allen	8209 West Beaver Street, Suite 100 Jacksonville, Florida 32220
Secretary - Sharon Allen	8209 West Beaver Street, Suite 100
Treasurer - Sharon Allen	Jacksonville, Florida 32220

ARTICLE XI – Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in Chapter 617 of the Florida Statutes concerning corporation action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the board of directors or by following the procedures set forth for such action in the bylaws.

ARTICLE XII – Property and Profits

The property of this corporation is irrevocably dedicated to the purposes set forth in Article II herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article II herein.

ARTICLE XIII – Distribution Upon Dissolution

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

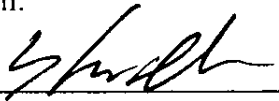
ARTICLE XIV – Amendments

Amendments to these Articles of Incorporation may be proposed by resolution.

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adopted by the board of directors and presented to a quorum of members for their vote.
Amendments may be adopted by a super-majority vote of the members of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.




Kevin Allen
Incorporator

Feb 27, 2009
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for THE COMPASS FOUNDATION, INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position.



Kevin Allen
Registered Agent

Feb 27, 2009
Date

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