

N09000002645

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

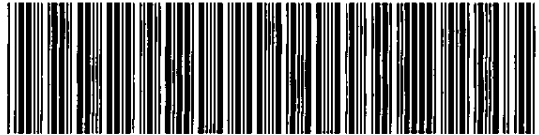
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700145269697

03/09/09--01054--024 **87.50

FILED
09 MAR -9 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EP 3/12/09

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: We Love America Inc.
(Name of Corporation – must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Sherry L. Holland Janes
(Name of Person)

We Love America Inc.
(Firm/Company)

1071 Grove Rd
(Address)

Naples, Florida 34120
(City/State and Zip Code)

For further information concerning this matter, please call:

Sherry L. Holland Janes at (239) 601-3909
(Name of Person) (Area Code & Daytime Telephone Number)

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

ARTICLES OF INCORPORATION OF

We Love America, Inc.
A Florida "Not for Profit" Corporation

ARTICLE I NAME/REGISTERED OFFICE

The name of this corporation shall be: We Love America Inc.
The corporation's registered office is located at: 1071 Grove Rd, Naples Florida 34120, mailing address the same.

ARTICLE II PURPOSE

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall:

1. 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, 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.
2. 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.
3. All of the foregoing purposes shall be exercised 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.

ARTICLE III LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and

FILED
09 APR -9 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3. 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 of 1986, as now enacted or hereafter amended.

4. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV DIRECTORS/MEMBERS

The corporation may (but need not) have voting members, and such membership, if any, and classes thereof, shall be as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

The corporation's first Board of Directors shall be comprised of the following natural persons:

Deborah K. Sinex
256 Pebble Beach Circle, Unit D-106
Naples, Florida 34113

Sherry L. Holland Janes
1071 Grove Rd
Naples, Florida 34120

Pamela P. Baldwin
3940 Deer Crossing Ct. #203
Naples, Florida 34114

FILED
09 MAR -9 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V INDEMNIFICATION DEBT OBLIGATIONS AND PERSONAL LIABILITY

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. No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VI DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII
PUBLIC STATEMENTS

1. Limitation on Statements. Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Corporation. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.

ARTICLE VIII
REGISTERED AGENT

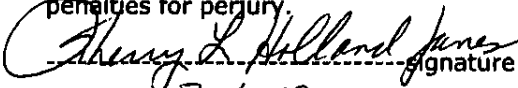
The registered agent is Sherry Holland Janes, 1071 Grove Rd., Naples Florida 34120.

INCORPORATOR

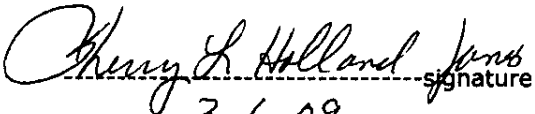
The incorporator of this corporation is:

Sherry L. Holland Janes, 1071 Grove Rd., Naples Florida 34120.

The undersigned incorporator certify(ies) both that she execute(s) these Articles for the purposes herein stated, and that by such execution, she affirm(s) the understanding that should any of the information in these Articles be intentionally or knowingly misstated, she is subject to criminal penalties for perjury.


-----signature
3-6-09
-----date

Having been named as registered agent to accept service of process for We Love America Inc., at the place designated in this certificate, I am familiar with and accept the appointment as Registered agent and agree to act in this capacity.


-----signature
3-6-09
-----date

FILED
09 MAR -9 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA