

NO900005482

Ala Incorporation Service

1055752811

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000134846 3)))



H090001348463ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)617-6381

From:
Account Name : CSH SERVICES, LLC
Account Number : I20C70000160
Phone : (800)494-3124
Fax Number : (561)455-9885

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 JUN -3 PM 12:20

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

PromPossible, Inc.

EP 6/4/09

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

09 JUN -3 PM 2:27

RECEIVED
DEPARTMENT OF STATE

Electronic Filing Menu

Corporate Filing Menu

Help

H090001348463

ARTICLES OF INCORPORATION

OF

PromPossible, Inc.

A Florida Corporation Non Profit

FILED
09 JUN -3 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

ARTICLE I

The name of the corporation shall be PromPossible, Inc. (the "Corporation"). Said corporation is organized exclusively for charitable, educational and religious purposes including for such purposes the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE II

The street address of the initial principal office of the Corporation shall be 12164 Diamond Springs Drive, Jacksonville, Florida 32246

ARTICLE III

This corporation was specifically created to form a youth organization that raises funds to provide deserving low-income high school seniors with a memorable prom experience otherwise unattainable for them.

The Corporation shall also be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations not for profit may be incorporated under Chapter 617, Florida Statutes, as amended and supplemented. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons 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 section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, 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

H090001348463

public office. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE IV

The initial directors and officers shall be as hereinafter designated:

Director
Orlene A. Ruiz-Roque
1530-C Vineland Circle
Fleming Island, Florida 32003

Director, Treasurer
Marshall D. Gunn, III
12164 Diamond Springs Drive
Jacksonville, Florida 32246

Director, Secretary
Catherine E. Wachholz
12164 Diamond Springs Drive
Jacksonville, Florida 32246

FILED
09 JUN -3 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The method of election of directors is as stated in the bylaws.

ARTICLE V

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

Notwithstanding any provision contained in these articles, the corporation is required to distribute its income for each taxable year at the times and in the manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code. In addition, the Corporation shall not, during any period and to the extent it is a private foundation described in section 509 of the Internal Revenue Code, (a) engage in any act of self-dealing; (b) retain any excess business holdings; (c) make any investments in a manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; or (d) make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE VI

The corporation shall be perpetual. Upon the dissolution of this non-profit corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code or corresponding section of any future Federal

H090001348463

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 organizations as the court shall determine.

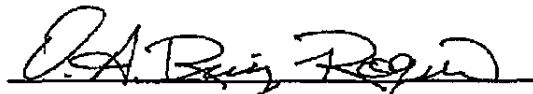
ARTICLE VII

The street address of the initial registered office of the Corporation is 1530-C Vineland Circle, Fleming Island, Florida 32003 and the initial registered agent of the Corporation at that address is Orlene A. Ruiz-Roque

ARTICLE VIII

The name and address of the incorporator for the Corporation is: Orlene A. Ruiz-Roque, 1530-C Vineland Circle, Fleming Island, Florida 32003.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of June, 2009.


Orlene A. Ruiz-Roque, Incorporator

FILED
09 JUN -3 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H1090001348463

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:
PromPossible, Inc.
2. The name and address of the registered agent is:
Orlene A. Ruiz-Roque
1530-C Vineland Circle
Flaming Island, Florida 32003

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Orlene A. Ruiz-Roque, Registered Agent

FILED
09 JUN -3 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA