

NO9000007050

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

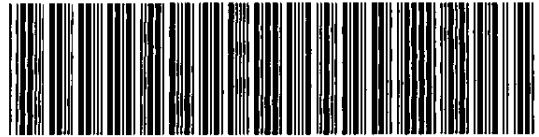
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000158545240

07/20/09--01033--002 \*\*87.50

FILED  
09 JUL 20 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ep 7/21/09

## COVER LETTER

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

SUBJECT: Krewe du YaYas Keeping Abreast Foundation, 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: Cynthia A. Mercer  
Name (Printed or typed)

217 East Intendencia Street  
Address

Pensacola, FL 32502  
City, State & Zip

(850) 435-9541  
Daytime Telephone number

news@kreweduyayas.com  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION  
OF  
KREWE du YAYAS KEEPING ABREAST FOUNDATION, INC.  
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE I - NAME**

The name of the Corporation is Krewe du YaYas Keeping Abreast Foundation, Inc.  
("Corporation")

**ARTICLE II - PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office and the mailing address of the Corporation are  
217 East Intendencia Street, Pensacola, Florida, 32502.

**ARTICLE III - DURATION**

The term of existence of the Corporation is perpetual; and the corporate existence of the Corporation will commence upon the filing of these articles by the Florida Department of State.

Upon the dissolution of the organization, the 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 tax code, or shall be distributed to the federal, 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 the 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.

**FILED**  
09 JUL 20 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

No director or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

#### **ARTICLE IV - PURPOSES**

The purposes for which the Corporation is organized shall be:

(a) The Krewe du YaYas Keeping Abreast Foundation, Inc. is an organization of women who are dedicated to devoting their time and efforts in fundraising activities to achieve victory in the crusade against breast cancer through research, advocacy, programs, and services. We carry out this purpose by assisting our local hospitals and health departments through our donations in providing early detection mammograms as well as education to the uninsured and under-insured individuals that may not otherwise receive this most important diagnostic tool. We stand firm to eradicate breast cancer so that future generations will be cancer free.

(b) No part of the net earnings of the corporation shall inure to the benefit of or be Distributable to its members, trustees, 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 the articles set forth hereof. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The corporation shall distribute or apply its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing, as defined in Section 4941 (d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

FILED  
09 JUL 20 PM 3:23  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

(e) The corporation shall not retain any excess business holdings, as defined in Section 4943 (c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal laws.

(g) The corporation shall not make any taxable expenditures, as defined in Section 4945 (d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 1701(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE V - REGISTERED OFFICE AND AGENT**

The address and city of the initial registered office of the Corporation is 220 West garden Street, 9<sup>th</sup> Floor, Pensacola, Florida, 32501. The name of the registered agent of this corporation at that address shall be Sarah Dyrda Crane.

#### **ARTICLE VI - DIRECTORS**

The Board of Directors of the Corporation shall manage the business affairs of the Corporation. The members shall elect successor directors at the annual meeting of the corporation. Directors are eligible for re-election. The directors shall have full power to appoint officers, and to fill the office of any director who may resign, die, become disabled, or refuse to act.

FILED  
09 JUL 20 PM 3:  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

---

The majority vote of the members or directors resent at a quorum shall be sufficient for the taking of any action within the power of the corporation, except as otherwise provided in these Articles of Incorporation, the corporate bylaws or by law.

This corporation shall have five (5) directors initially. The number of directors may be either increased or decreased from time to time consistent with the bylaws but shall never be less than three (3).

The names and addresses of the initial directors of this corporation are:

Cynthia A. Mercer, Chairperson  
217 East Intendencia Street  
Pensacola, Florida 32502

Dr. Thomas Tan, Chairperson  
4625 Francesco Road  
Pensacola, Florida 32503

Kathryn Daniel, Chairperson  
4990 Mobile Highway  
Pensacola, Florida 32506

Robert A. Beargie, Chairperson  
2314 Summit Boulevard  
Pensacola, Florida 32503

Michelle Hinton, Treasurer  
2265 Cricket Ridge Drive  
Cantonment, Florida 32533

FILED  
09 JUL 20 PM 3:23  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VII - INCORPORATOR**

The name and address of the incorporator is:

Cynthia A. Mercer  
217 East Intendencia Street  
Pensacola, Florida 32502

FILED  
09 JUL 20 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VIII - BY - LAWS**

The Board of Directors of the Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called from that purpose.

**ARTICLE IX - AMENDMENT**

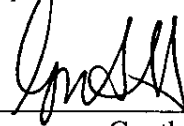
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the directors and officers of the Corporation are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator of Krewe du YaYas Keeping Abreast Foundation, Inc. have hereunto set my hand and seal on the date hereinafter set forth for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Dated:

July 14, 2009

Incorporator:



Cynthia A. Mercer

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of July, 2009,  
by Cynthia A. Mercer, who is personally known to me.

MY COMMISSION EXPIRES:

Monica Farish

**MONICA FARISH  
NOTARY PUBLIC  
COMM. #DD 567660  
EXPIRES 8/16**

NOTARY PUBLIC

ACCEPTANCE OF DESIGNATION

OF  
REGISTERED AGENT

I, Sarah Dyrda Crane, having been named as the Registered Agent to accept service of process for Krewe du YaYas Keeping Abreast Foundation, Inc., a Florida Nonprofit corporation, hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Dated:  
July 14, 2009

Sarah Dyrda Crane  
Sarah Dyrda Crane

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of July, 2009,  
by Sarah Dyrda Crane, who is personally known to me.

MY COMMISSION EXPIRES:

Marie M. Stoner  
NOTARY PUBLIC

