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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers FEB 02 2010

COVER LETTER

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

SUBJECT: Action Factor, 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: Cristina Andrade Tontchev
Name (Printed or typed)

160 Cypress Club DR, # 627
Address

Pompano Beach, FL 33060
City, State & Zip

(954) 943-9697
Daytime Telephone number

cristinatontchev@actionfactor.org
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for profit)

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 this corporation shall be: **ACTION FACTOR, INC.** (the "Corporation").

ARTICLE II - PRINCIPAL OFFICE and MAILING ADDRESS

The corporation's registered office is located at:
160 Cypress Club DR, #627, Pompano Beach, FL 33060

The mailing address of the Corporation is:
c/o Cristina A. Tontchev
160 Cypress Club DR, #627, Pompano Beach, FL 33060

The Directors of the Corporation may change the location of the principal office of said Corporation from time to time.

ARTICLE III - PURPOSES

NON-PROFIT PURPOSE: This Corporation is organized exclusively for charitable, educational, literary, and scientific purposes within the meaning of the Internal Revenue Code (IRC) Section 501(c) (3) including the making of distributions to organizations that qualify as tax exempt organizations under IRC Section 501(c) (3), or corresponding sections of any future tax code; and is authorized to exercise such powers as are in furtherance of its exempt status and for the purposes for which a corporation may be formed under the Florida Not-For-Profit Corporation Act.

SPECIFIC PURPOSES:

- a) To provide employment services (to find, enter, and retain employment) to individuals who have been identified by the Florida Department of Education, Division of Vocational Rehabilitation as having a documented disability and to individuals entitled to SSI and SSDI benefits based on disability. Employment Services provided will include: Employability Skills training, Career Consulting (portfolio prep, resume writing, interview skills), Career Strategies (skills assess & development, job coaching), Job Placement/Employment Services (Job Search, Placement Assist), Post-Employment Support (Job/Employment Retention Services), Job Training, Personal and Vocational Adjustment training, Job development, Job analysis, Psychosocial Rehabilitation, Work

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incentives Counseling, Case management, Referral to Services/Support from Local MH or DD Providers, Self-Employment/Business Start-up, Transitional Employment Program, Supported Employment, Computer Skills training, Online Social Networking training, Time Management training, Productivity Skills training, Research, Counseling and Support for employees and employers after job placement and Coordination of Rehabilitation Technology.

- b) To solicit, apply for, receive, hold, invest, improve, develop, manage, administer, and distribute both real and personal property, grants, gifts, bequests, endowments and other funds for the benefit of this Corporation.
- c) The Corporation shall perform all things necessary, desirable, proper, useful, incidental or advantageous for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose, 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.

ARTICLE IV - POWERS

This Corporation shall have and exercise all the powers of Non-Profit Corporations under the Laws of the State of Florida, but within the restrictions of IRC Section 501(c) (3), and which are convenient or necessary to effect the purposes of the Corporation.

LIMITATION ON POWERS:

1. This Corporation is organized and operated exclusively for charitable, educational, literary, and scientific purposes within the meaning of those terms under Section 501(c)(3) of the Internal Revenue Code.
2. No part of the assets or net earnings of the Corporation shall be distributable to, or inure to the benefit of, its members, 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 the purposes set forth in Article III hereof.
3. 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 public office.
4. The Corporation may not pursue objectives or engage in activities, which will characterize it as an action organization as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
5. 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 and State income tax under IRC Section 501 (c) (3), or corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under IRC Section 170 (c) (2) or corresponding section of any future federal tax code.

ARTICLE V – MEMBERSHIP AND MANNER OF ELECTION

The conditions of membership, qualifications, manner of their admission and rights, including voting rights and manner of election shall be stated and governed by the Bylaws of the Corporation. The Board of Directors of the Corporation may by resolution establish one or more classes of non-voting member. The Corporation shall not have any capital stock.

ARTICLE VI – OFFICERS

The Board of Directors shall elect officers as described in the Bylaws. The officers of the Corporation shall consist of a President, a Chief Executive Officer, a Chief Operating Officer, a Chief Financial officer, and a Secretary, and such other officers as may be provided for in the Bylaws of the Corporation. The powers, duties, terms of office, and manner of election of the officers shall be as set forth in the Bylaws of the Corporation.

ARTICLE VII – BOARD OF DIRECTORS

The management of the affairs of the corporation shall be vested in a board of directors, as defined by the corporation's Bylaws. The number of Directors shall initially be four (4). The number may be increased as provided in the Bylaws of the Corporation, but shall never be fewer than three (3). The initial board of directors shall serve a term of four years and be eligible for re-election to two-year terms thereafter; however, in all cases, directors shall serve until their successors shall have been elected and qualified, as defined by the corporation's Bylaws. The name and addresses of the persons who shall serve as directors until the first election are:

Title: PVP	Cristina Andrade Tontchev	160 Cypress Club Dr, #627, Pompano Beach, FL 33060
Title: D	Tony A. Tontchev	160 Cypress Club Dr, #627, Pompano Beach, FL 33060
Title: D	Emil Antonoff	1776 Lake Worth Rd., Suite 201, Lake Worth, FL 33460
Title: D	Regina L. Anderson	5370 57 th Ave. N, Saint Petersburg, FL 33709

ARTICLE VIII - PERSONAL LIABILITY

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) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE IX - TERM OF EXISTENCE

The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the provisions of Florida Statutes, Chapter 617.

ARTICLE X - DISTRIBUTION OF ASSETS UPON DISSOLUTION

The assets of the Corporation are dedicated to the exempt educational, charitable, literary, and scientific purposes within the meaning of IRC Section 501 (c) (3) described in Article III above. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of IRC Section 501 (c) (3), or 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 as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 XI - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended by a majority of the members present and voting at any regular or special meeting of the Corporation, provided, however, that these Articles of Incorporation shall not be amended unless written notice is first given of the proposed Amendment to each and every member of the Corporation; provided, however, that the Amendment will not adversely affect the status of the Corporation as an organization qualifying under IRC Section 501 (c) (3).

ARTICLE XII - INCORPORATOR

The name and address of the Incorporator is:

Cristina Andrade Tontchev
160 Cypress Club DR, #627
Pompano Beach, FL 33060

ARTICLE XIII - REGISTERED AGENT

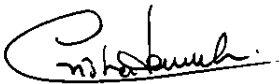
The name of the registered agent of the Corporation is:

Cristina Andrade Tontchev
160 Cypress Club DR, #627
Pompano Beach, FL 33060

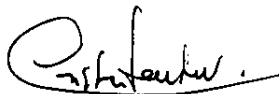
ARTICLE XIV - INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation, against any and all expenses (including attorneys' fees, court costs, and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Provided, however, that, if any past or present officer or director sues the Corporation, other than to enforce this indemnification, such past or present director or officer instituting such suit shall not have the right of indemnification hereunder in connection with such suit. The Corporation is authorized to purchase insurance to provide funds for the indemnification herein above set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification or deficiency resulting from insufficient insurance coverage, the Board of Directors shall assess the membership to cover such costs. This indemnification is an absolute right, and such assessments shall be made notwithstanding and any provisions contained herein to the contrary.

Having been named as registered agent to accept service of process for the above stated corporation 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/Registered Agent
Cristina Andrade Tontchev, MA



Signature/Incorporator
Cristina Andrade Tontchev, Incorporator

Date: 01/28/2010

Date: 01/28/2010

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