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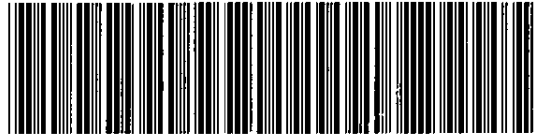
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers FEB 10 2010

**ARTICLES OF INCORPORATION
OF
THE AMANDA NEAL FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION**

FILED
2010 FEB -9 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The name of the Corporation is THE AMANDA NEAL FOUNDATION, INC.

**ARTICLE TWO
PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the corporation is 4459 US Highway 17, Fleming Island, FL, 32003, and the mailing address of the corporation is 4459 US Highway 17, Fleming Island, FL. 32003

**ARTICLE THREE
DURATION**

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

**ARTICLE FOUR
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at 4459 US Hwy 17, Fleming Island, FL 32003. The initial registered agent of the Corporation at that address shall be GREGORY M. NEAL.

**ARTICLE FIVE
MEMBERSHIP**

The Corporation may have one or more classes of members. The qualifications and rights of Members, any quorum and voting requirements for meetings and activities of Members, and notice requirements sufficient to provide notice of meetings and activities of the Members, if any, shall be as set forth in the By-Laws of the Corporation.

ARTICLE SIX DIRECTORS

The number of Directors shall be set, and may be increased or diminished, from time to time, by the By-Laws, but in no event shall the number of Directors be reduced below three (3). The method of election of the Directors of the Corporation, and their removal from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the By-Laws of the Corporation. The names and addresses of the individuals who are to serve as the initial directors are:

- | | |
|---|---|
| 1. Gregory M. Neal
1509 Lake Breeze Ct.
Fleming Island, FL 32003 | 4. Christopher M. Cox
521 Bayberry Rd.
Lorain, OH 44053 |
| 2. Carl L. Davidson
1120 Calla Glen Lane
Green Cove Springs, FL 32043 | 5. Andrew J. Sellars
1381 Fannie Head Rd.
Jesup, GA 31545 |
| 3. William D. Hinson
P.O. Box 8351
Fleming Island, FL 32006 | |

ARTICLE SEVEN CORPORATE PURPOSES

This Corporation is organized pursuant to Chapter 617, Florida Statutes, as a Non-Profit Corporation. The purpose of this Corporation is to engage in any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to Corporations under the laws of this State. The purpose for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Specifically, the purpose of this Corporation shall include but shall not be limited to the following:

7.1. To establish a religious retreat based upon the Christian faith for the purpose of assisting in the healing of those persons who have lost children or other loved ones or who are expected to lose children or other loved ones in the immediate future.

7.2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, religious 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.

ARTICLE EIGHT SCOPE OF POWER

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities that may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything in these Articles of Incorporation to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986 and the regulations under the Internal Revenue Code as the Internal Revenue Code and such regulations now exist or as they may hereafter be amended from time to time.

ARTICLE NINE PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. At all times, and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution or winding up of this Corporation, voluntary or involuntary, or by operation of law, or any other provision of these Articles of Incorporation or any other organizational documents of the Corporation:

9.1. RESTRICTION ON ACTIVITIES. Notwithstanding any other provision herein, this organization shall not carry on any other activities not permitted to be carried on by an

organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The Corporation shall not be operated for the principal purpose of carrying on a trade or business for profit. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on.

9.2. **RESTRICTION ON POWER AND AUTHORITY.** The Corporation shall not possess or exercise any power or authority either expressly, by interpretation or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a Corporation described in Section 501(c) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity that would cause the loss of such qualification.

9.3. **RESTRICTION ON ASSETS AND INCOME.** No part of the assets or net earnings of the Corporation shall be used ever, nor shall the Corporation ever be organized or operated, for purposes that do not exclusively promote charitable purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended.

9.4. **NO PRIVATE INUREMENT.** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable, religious, and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable, religious, and educational purposes.

9.5. **RESTRICTION ON LOBBYING AND POLITICAL CAMPAIGNS.** No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

9.6. **"PRIVATE FOUNDATION" PROVISIONS.** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

9.6.1. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

9.6.2. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

9.6.3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

9.6.4. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

9.6.5. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE TEN DISSOLUTION

Upon termination, dissolution or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific or educational purposes or a primary purpose to promote social welfare only for exempt purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and which are themselves exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purposes. Absent doing so, any interested person may petition the Circuit Court having jurisdiction thereof, and such assets shall be distributed to one or more qualified entities as may be directed by decree of such Court.

ARTICLE ELEVEN INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial or revocation of the tax exemption under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended and its Regulations as they now exist or as they may be amended.

**ARTICLE TWELVE
INCORPORATOR**

The name and residence address of the incorporator is GREGORY M. NEAL, 1509 Lake Breeze Ct., Fleming Island, FL 32003.

**ARTICLE THIRTEEN
INDEMNIFICATION**

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, to the fullest extent permitted by law. 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.

IN WITNESS WHEREOF, I have subscribed my name as incorporator this 4th day of February, 2010.



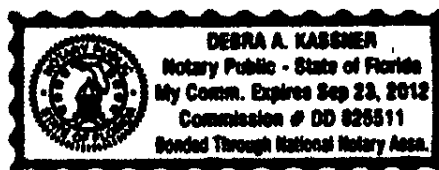
GREGORY M. NEAL

**STATE OF FLORIDA
COUNTY OF CLAY**

BEFORE ME, the undersigned authority, personally appeared GREGORY M. NEAL, who is known to be the person described in and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes described therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 4th day
of February, 2010, in the County and State aforesaid.

Debra A. Kassner
NOTARY PUBLIC
State of Florida at large



**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
THE AMANDA NEAL FOUNDATION, INC.**

Pursuant to Sections 48.091 and 607.034, Florida States, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon THE AMANDA NEAL FOUNDATION, INC., a Corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named Corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said Corporation, which Registered Office is located at 4980 Pine Avenue, Orange Park, Florida 32003.

IN WITNESS WHEREOF, I, GREGORY M. NEAL, such designated Registered Agent, have hereunto set my hand and seal at Fleming Island, Clay County, Florida, on this day of February 4, 2010.



GREGORY M. NEAL

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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