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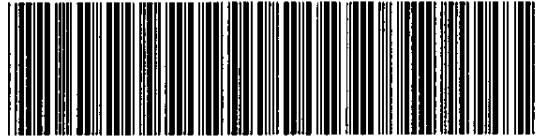
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FILED
2010 APR -5 PM 7:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GOLD HELPS, INC.**

FILED
2010 APR -5 PM 7:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I-NAME OF CORPORATION

The name of this corporation shall be Gold Helps, Inc. (the "Corporation").

ARTICLE II-ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The address of the principal office of the Corporation is:

**2503 Del Prado Blvd, S.
Suite 506
Cape Coral, FL 33904**

ARTICLE III-PURPOSES AND POWERS OF CORPORATION

- A. The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (the "Code"), for the exclusive benefit of, to perform the functions of, and/or to carry out the purposes of (within the meaning of Code Section 509 (a)(3) conducting charitable fundraising events and supporting local and national charities in their efforts to provide programs and services to enhance the lives of all those served, to create departments necessary to support these activities and to also engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith. This organization is described in section 509(a)(2) and shall be operated exclusively for charitable, education and other permissible purposes within the meaning of the Sections 501(c)(3).
- B. This Corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

ARTICLE III-PURPOSES AND POWERS OF CORPORATION (CONT.)

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.
2. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidates for public office.
3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV-ELECTION OF DIRECTORS

The Board of Directors of the Corporation shall be elected as provided in the Bylaws, and shall at all times consist of at least three (3) persons. The initial Board of Directors shall be:

Steven O. Shaffer
Robert S. Lovett
Eileyn Sobeck-Bader

ARTICLE V-NO MEMBERS

The Corporation shall have no members

ARTICLE VI-INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be:

**2503 Del Prado Blvd, S.
Suite 506
Cape Coral, FL 33904**

The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Robert S. Lovett. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII-INCORPORATOR

The name and address of this incorporator is:

Robert S. Lovett
2503 Del Prado Blvd, S
Suite #506
Cape Coral, FL 33904

ARTICLE VIII-DISSOLUTION OF CORPORATION

In the event of dissolution of this Corporation, after the payment or provision for the payment of all of the liabilities of this Corporation, the residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or corresponding sections of any prior or future law, or to the federal government, or to a state or local government, for a public purpose. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, trustee, officer, or other private person, other than as reasonable payment for services rendered by such person.

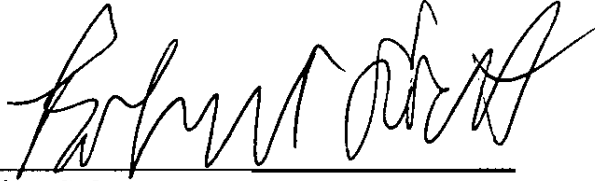
ARTICLE IX-INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X-TERM OF EXISTENCE

This Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

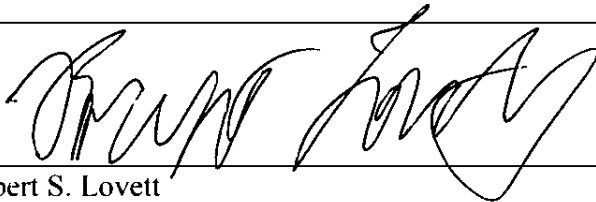
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Cape Coral, Florida, this 18th day of March, 2010.

A handwritten signature in black ink, appearing to read 'Robert S. Lovett', written over a horizontal line.

Robert S. Lovett

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of the process at the place designated in the foregoing Articles of Incorporation, the undersigned hereby accepts such designation and agrees to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of its duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503 of the Florida Statutes.

By: 
Robert S. Lovett

Date: 18th day of March, 2009

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA