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FLORIDA PROFIT/NON PROFIT CORPORATION

Sprouts of Promises Foundation, Inc.

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
SPROUTS OF PROMISE FOUNDATION, INC.**

Article I. Name. The name of the corporation shall be Sprouts of Promise Foundation, Inc. (the "Foundation").

Article II. Principal Office and Mailing Address. The principal office and mailing address of the Foundation shall be 5311 Westshore Dr., New Port Richey, FL 34652.

Article III. Purposes. The Foundation is organized and will be operated exclusively for charitable, religious, literary, scientific, or educational purposes, including the making of contributions or gifts for such purposes to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

The Foundation shall be organized and shall operate in such a manner as to qualify and to be recognized as an organization exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code.

In furtherance of the Foundation's charitable, religious, scientific, literary or educational purposes, the Foundation shall: (a) receive and maintain a fund or funds of real or personal property, or both, and use and apply the whole or any part of the income and principal thereof for the support of its purposes and (b) accept, hold, invest, reinvest, and administer any gifts, bequests, devises, benefits of trusts, and property of any sort, without limitation as to amount or value.

Except as otherwise provided herein, the Foundation shall have all the powers provided in Chapter 617 of the Florida statutes.

Article IV. Manner of Election. The initial directors shall be appointed by the incorporator of the organization. Subsequent directors shall be elected in accordance with methods and qualifications specified in the Bylaws of the Foundation. In no event shall the number of directors be fewer than three and persons under age 18 may not serve.

Article V. Initial Registered Agent and Street Address. The name and Florida street address of the registered agent is Edward Brown, 5311 Westshore Dr., New Port Richey, FL 34652.

Article VI. Incorporation. The name and address of the Incorporator is Edward Brown, 5311 Westshore Dr., New Port Richey, FL 34652.

Article VII. No Members. The Foundation shall have no members, as permitted pursuant to Section 617.0601(1)(a) of the Florida Statutes.

Article VIII. Prohibited Activities. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, any director of the Foundation, officer of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes).

No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code.

The Foundation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

The Foundation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

The Foundation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

The Foundation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization exempt from taxation under Section 501(c)(3) of the Code, (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or (c) by the Florida Statutes.

Article X. Dissolution. Upon the dissolution of the Foundation, the Directors shall, after paying or adequately providing for the payment of all known obligations of the Foundation, dispose of all of the assets of the Foundation exclusively either by direct distribution for the purposes of the Foundation (as set forth in Article III), or by distribution for such purposes to one or more organizations (i) which then qualify for exemption from federal income taxation under the provisions of Code § 501(a) as an organization described in Code § 501(c)(3), and (ii) contributions to which are then deductible under Code §§ 170(c)(2), 2055(a)(2) and 2522(a)(2), as the Directors shall determine.

Article XI. Amendment. These Articles of Incorporation may be amended or superseded, in whole or in part, in the manner provided in the Bylaws of the Foundation.

Having been named as registered agent to accept service of process of the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent: Edward Brown

6, 16 /2010
Date



Signature/Incorporator: Edward Brown

6, 16 /2010
Date