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COVER LETTER

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

SUBJECT: FRIENDS OF HOME FROM HOME USA 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: SEAMUS B. CONNOLLY
5144 SW 27th DR
Name (Printed or typed)

GAINESVILLE
Address

FL 32608
City, State & Zip

352 327 3593
Daytime Telephone number

jconn1944@netseo.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

Friends of Home From Home USA, Inc.

A non-profit corporation

Pursuant to the provision of the Nonprofit Corporation Act of this state, the undersigned incorporators hereby adopt the following Articles of Incorporation:

Article I

The name of the corporation shall be:

Friends of Home From Home USA, Inc.

Article II

The principal street and mailing address of this corporation shall be:

**5144 SW 27th Drive
Gainesville, Florida 32608**

Article III

The purposes for which this corporation is organized is:

The organization is organized exclusively for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. In furtherance thereof, the nature of the activities to be conducted and the purposes to be promoted or carried out by the corporation are:

1. To provide charitable support to orphaned and vulnerable children and organizations that support orphaned and vulnerable children in South Africa
2. To conduct programs and activities in furtherance of the foregoing purposes as may be carried out by a corporation organized under Chapter 617 of the Florida Statutes and described in Section 501(c)(3) of the Internal Revenue Code that are not inconsistent with the express limitations contained above or elsewhere in these Articles

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article IV

The manner in which the directors are elected or appointed:

Directors may be elected at any meeting of the directors. Directors shall be elected by the board of directors. All candidates for the position of directors of this Corporation must be 18 years or older. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

Article V

The number of initial directors of this corporation shall be five and the names and addresses of the initial directors are as follows:

Seamus Connolly
5144 SW 27th Drive
Gainesville, Florida 32608

Evelyn Connolly
5144 SW 27th Drive
Gainesville, Florida 32608

Jane Payne
Black Rose
Welbevind Way
Hout Bay
Cape Town
South Africa
7800

Pippa Shaper
Waterlane House
58th Avenue
Wynberg Park
Wynberg
Cape Town
South Africa
7800

Marilyn Votaw
c/o Tremendous Hearts, Inc.
1337 Massachusetts Ave.
Arlington, MA 02476

Article VI

The initial registered agent's name and address is as follows:

Seamus Connolly
5144 SW 27th Drive
Gainesville, Florida 32608

Article VII

The incorporator's name and address is as follows:

Seamus Connolly
5144 SW 27th Drive
Gainesville, Florida 32608

Article VIII

Other lawful provisions, if any for the conduct and regulation of the business and affairs of the corporation, etc.

- a) the corporation shall have, and may exercise in furtherance of its corporate purposes, the following powers:
 - 1) the corporation shall have perpetual succession in its corporate name.
 - 2) the corporation may sue and be sued.
 - 3) The corporation may have a corporate seal which it may alter at its pleasure.
 - 4) The corporation may elect or appoint directors, officers, employees and other agents, fix their compensation and define their duties and obligations, and indemnify such corporate personnel.
 - 5) The corporation may purchase, receive, take by grant, gift, devise, bequest, or otherwise lease, or acquire, own, hold, improve, employ, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated in an unlimited amount.
 - 6) The corporation may solicit and receive contributions, from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.
 - 7) The corporation may sell, convey, lease, exchange, transfer, or otherwise dispose of, or mortgage, pledge, encumber, or create a security interest in, all or any of its property, or any interest therein, wherever situated.
 - 8) The corporation may purchase, take, receive, subscribe for, or otherwise, acquire, own, hold, vote, employ, sell, lend, lease, exchange, transfer, or otherwise dispose of, mortgage, pledge, use, and otherwise deal in and with, bonds and other obligations, shares, or other securities or interests issued by others, whether engaged in similar or difference business, governmental, or other activities.

- 9) The corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge, or encumbrance of, or security interest in, all or any of its property or interest therein, wherever situated.
 - 10) The corporation may lend money, invest, and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
 - 11) The corporation may do business, carry out its operations, and have offices and exercise the powers granted by Florida Statutes Chapter 617, as now or as hereinafter amended, in any jurisdiction within or without the United States of America, provided that the corporation shall not engage, otherwise than as a insubstantial part of its activities, in activities which in themselves are not in furtherance of its tax exempt purposes under Section 501(c)(3) of the Internal Revenue Code.
 - 12) The corporation may make donations for charitable purposes.
 - 13) The corporation may pay pensions, establish and carry out pension, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any and all of its directors, offices or employees.
 - 14) The corporation may partner with any business enterprise which it would have the power to conduct by itself.
 - 15) The corporation may have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with the Florida Statutes Chapter 617, or any other chapter of the Florida Statutes or Section 501(c)(3) of the Internal Revenue Code.
- b) The directors may make, amend or repeal the Bylaws in whole or in part.
- c) The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors and officers and any person who serves at the request of the corporation as a director or officer of another organization or who serves at the request of the corporation in any capacity with respect to any employee benefit plan, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, and counsel fees reasonably incurred by him or her in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office of thereafter, by reason of his or her being or having been a director or officer of the corporation, or a director or officer of another organization at the request of the corporation or serving in any capacity with respect to any employee benefit plan at the request of the corporation, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation or, to the extent that such matter relates to the service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; provided, however, that as to any matter disposed of by a

compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for such payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interest of the corporation, after notice that it involves such indemnification:

- 1) by majority vote of a quorum consisting of disinterested directors;
- 2) if such a quorum cannot be obtained, then a majority vote of a committee of the board of directors consisting of all the disinterested directors then in office;
- 3) if there are not two or more disinterested directors in office, then by a majority of the directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the directors to that effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation (or to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or
- 4) by a court of competent jurisdiction.

Expenses, including counsel fees, reasonably incurred by any such person in connection with the defense or disposition of any action, suit or other proceeding, may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of (a) an affidavit of such individual of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this article; and (b) an undertaking by such person to repay the amounts so paid to the corporation if it is ultimately determined that indemnification is not authorized hereunder, which undertaking may be accepted without reference to the financial ability of such person to make repayment.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than directors or officers may be entitled by contract or otherwise under law. As used in the paragraph, the terms "directors" and "officers" include their respective heirs, executors, and administrators, and an "interested" director is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

- d) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private person, 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 purposes described in Section 501(c)(3) of the Internal Revenue Code.
- e) 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 distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

- f) It is intended that the cooperation shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code and shall not be a private foundation under Section 509(a) of the Internal Revenue Code. In the event that the corporation is a private foundation as that term is defined in Section 509(a) of the Internal Revenue Code, then notwithstanding any other provisions of the articles of organization, the following provisions shall apply:
- 1) The directors shall distribute the income for the 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.
 - 2) The directors shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4942(c) of the Internal Revenue Code; nor make any investments in such a manner as to incur tax liability under Section 4944 of the Internal Revenue Code; not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.
- g) Upon liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefore, all of the assets of the corporation shall be distributed to one or more organizations exempt from taxation within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose.
- h) No officer or director of the corporation shall be personally liable to the corporation for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing provision shall not eliminate or limit the liability of an officer or director of the corporation: (1) for any breach of the officer's or director's duty of loyalty to the corporation, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (3) for any transaction from which the officer or director derived an improper personal benefit. The foregoing provision shall not eliminate or limit liability of an officer or director of the corporation of any act or omission occurring prior to the date upon which the foregoing provision became effective. To the extent permitted by law, no amendment or deletion of the foregoing provision shall apply or be effective with respect to actions or omissions of any officer or director of the corporation occurring prior to the date said amendment or deletion became effective.
- i) All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or as hereinafter amended.
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Sean J. Connolly
Signature/Registered Agent

Steve J. Connolly
Signature/Incorporator

Date _____

Date _____

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3826 HWY 9 STATE
TALLAHASSEE, FLORIDA