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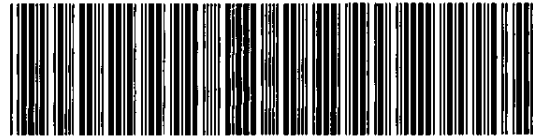
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TALLAHASSEE, FLORIDA

J. Shivers JUL 27 2010



Berryhill, Hoffman & Getsee, P.A.
Michael W. Berryhill, CPA
David M. Hoffman, CPA, CVA
Mary R. Getsee, CPA

July 14, 2010

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Fl 32314

RE: Never Say Never Foundation, Inc.

Enclosed is an original and (1) copy of the Articles of Incorporation and a check for \$70.00 for the filing fee for the above referenced entity.

From: Nick Stilwell
3965 NE 15th Court Road
Ocala, Fl 34478

Phone number: 352-502-0379

E-mail address (to be used for future annual report notification)

Nick.s.stilwell@gmail.com

Thank you for your cooperation.

Sincerely,

A handwritten signature of David M. Hoffman in black ink, written over a horizontal line.

David M. Hoffman, C.P.A.

Enclosures

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**ARTICLES OF INCORPORATION
OF
NEVER SAY NEVER FOUNDATION, INC.
(A Florida Not for Profit Corporation)**

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ARTICLE I – NAME

The name of the Corporation shall be **Never Say Never Foundation, Inc.**

ARTICLE II – ADDRESS OF PRINCIPAL OFFICE

The address of the initial principal office and mailing address of the Corporation is 3965 NE 15th Court Road, Ocala, Florida 34479.

ARTICLE III – PURPOSES

A. The purposes for which the Corporation is organized are as follows:

1. To receive, administer, donate and distribute money and property for charitable, educational and scientific purposes under section 501(c)(3) of the Internal Revenue Code (the "code").
2. To establish, foster, maintain and support organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
3. Any other charitable purpose permitted under Section 501(c)(3) of the Code.

B. This corporation shall be limited in its purposes, objectives and activities as follows:

1. Notwithstanding any other provision of these Articles, this corporation will not carry on any activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States internal revenue law; or (b) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code, or any other corresponding provision of any future United States internal revenue laws.

2. Notwithstanding any other provision of these Articles, this corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501© of the Code, or any other corresponding provision of any future United States internal revenue law.

ARTICLE IV – BOARD OF DIRECTORS

Directors will be elected in the manner provided in the Bylaws. The number of persons constituting the initial Board of Directors shall be two (2). The number of members of the Board of Directors may be increased or decreased as provided in the Bylaws, but in no event shall the number of Directors be less than two (2).

The initial registered agent of the Corporation is Nick Stilwell, and the street address of the Corporation's initial registered office in the State of Florida is 3965 NE 15th Court Road, Ocala, Florida 34479.

ARTICLE VI – INCORPORATOR

The name and address of the sole incorporator of the Corporation is:

**Nick Stilwell
3965 NE 15th Court Road
Ocala, Florida 34479**

ARTICLE VII - CONTRIBUTIONS

The Corporation will solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

ARTICLE VIII – POWERS

The Corporation shall have the power to receive, acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to the corporation not for profit under Florida law.

In addition to the powers specified, the Corporation shall have the additional powers specified in its Bylaws.

ARTICLE IX – LIMITATIONS

- (a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Director, or officer of the Corporation, 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.
- (b) No part of the corporate activities shall be an attempt to influence legislation in any means, 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, or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

- (c) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170, 2055, 2106(a)(2) and 2522 of the Code.
- (d) This Corporation, if it is a "private foundation" as defined in Section 509(a) of the Code at any time, shall not while it is such a private foundation:
 - i) Engage in any act of "self-dealing" as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a);
 - ii) Retain any "excess business holdings" as defined in Code Section 4943(c);
 - iii) Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944(a);
 - iv) Make any "taxable expenditures" as defined in Code Section 4945(d), which would give rise to the liability for the tax imposed by Code Section 4945(a); and
 - v) Fail to make distributions in each year for the purposes specified in the Articles of Incorporation in such amounts as to avoid liability for the tax imposed by Code Section 4942(a). The references herein to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

ARTICLE X – DISTRIBUTION OF DISSOLUTION

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed, as the Board of Directors shall determine, to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall qualify under Code Section 501(c)(3) of the Code. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any such assets 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 organizations, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to this Corporation.

ARTICLE XI – DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE XII – BYLAWS

The bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by a majority of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE XIII – AMENDMENT

These Articles of Incorporation may be altered, amended or repealed only by a majority vote of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, of NEVER SAY NEVER FOUNDATION, INC., this 13th day of July, 2010.



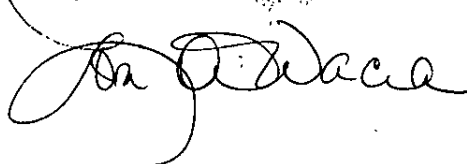
Nick Stilwell
Incorporator

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Nick Stilwell, to me known to be the person described as the Incorporator of **NEVER SAY NEVER FOUNDATION, INC.**, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.


WITNESS my hand and official seal this 13th day of July, 2010.

NOTARY PUBLIC-STATE OF FLORIDA
Lori A. Wacek
Commission # DD776703
Expires: MAY 26, 2012
My Commission Expires



**ACCEPTANCE OF REGISTERED AGENT
OF
NEVER SAY NEVER FOUNDATION, INC.
(A Florida Not for Profit Corporation)**

The undersigned, Nick Stilwell, whose business address is 3965 NE 15th Court Road, Ocala, Florida 34479, is familiar with, accepts and understands the designation as Registered Agent of **NEVER SAY NEVER FOUNDATION, INC.**, a Florida Not For Profit Corporation, and accepts the obligations provided for in Section 617.0501, Florida Statutes.



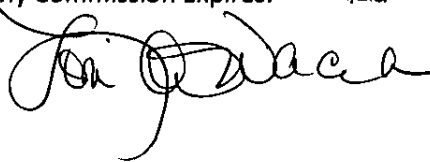
Nick Stilwell
Registered Agent

**STATE OF FLORIDA
COUNTY OF MARION**

I **HEREBY CERTIFY** that on this day, before me a Notary public duly authorized in the State and County named above to take acknowledgments, personally appeared Nick Stilwell, to me known to be the person described as initial Registered Agent, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 13th day of July, 2010.

NOTARY PUBLIC-STATE OF FLORIDA
Lori A. Wacek
Commission # DD776703
Notary Public Expires: MAY 26, 2012
BONDED THROUGH ATLANTA BONDING CO., INC.
My Commission Expires:



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TALLAHASSEE, FLORIDA

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