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FLORIDA PROFIT/NON PROFIT CORPORATION
The Eric Seidel Consumer Protection Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
THE ERIC SEIDEL CONSUMER PROTECTION FOUNDATION, INC.**

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned hereby organizes a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE 1

Name

The name of the corporation is THE ERIC SEIDEL CONSUMER PROTECTION FOUNDATION, INC. (hereinafter the "Corporation").

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 500 North Westshore Blvd. Suite 1015, Tampa, Florida, 33609.

ARTICLE 3

Purpose

The purpose of the Corporation is to promote the interests and the welfare of consumers and of public charities that have tax exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 4

Board of Directors

The Corporation shall initially have three (3) directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall

never be less than three (3) nor more than twenty (20). The method of appointment of directors shall be stated in the bylaws of the Corporation, but such appointment power shall be vested in the members and such appointment shall occur no less frequently than every two (2) years. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
ERIC SEIDEL	500 North Westshore Blvd. Suite 1015 Tampa, FL 33609
KENDALL ALMERICO	500 North Westshore Blvd. Suite 1015 Tampa, FL 33609
TESS HOTTENROTH	500 North Westshore Blvd. Suite 1015 Tampa, FL 33609

ARTICLE 5

Powers

The Corporation shall have all the powers given to a not for profit corporation by Florida Statutes, to the extent consistent with these Articles of Incorporation and the bylaws of the Corporation. Notwithstanding any other provision of these articles, this organization 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, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 6

Incorporator

The name and address of the person signing these Articles of Incorporation is Kendall Almerico, 500 North Westshore Blvd. Suite 1015, Tampa, FL 33609.

ARTICLE 7

Initial Registered Office and Agent

The initial registered office of the corporation shall be 500 North Westshore Blvd, Suite 1015, Tampa, FL 33609. The initial registered agent at such address shall be Kendall Almerico.

ARTICLE 8

Duration

This corporation shall have perpetual existence, commencing upon filing.

ARTICLE 9

Indemnification

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

ARTICLE 10

Bylaws

The initial board of directors shall adopt initial bylaws of this corporation. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the board of directors of the Corporation.

ARTICLE 11

Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons, except that the corporation shall be authorized and employed to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its charitable purpose. No substantial part of the activities of the corporation shall be the carrying on or propaganda or

otherwise attempting to influence legislation, the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office. The corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170 (c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

ARTICLE 12

Distribution of Assets Upon Liquidation

Upon dissolution of the corporation, its assets shall be distributed to one or more exempt organizations described in sections 170(c), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that code, and selected by the board of directors in its sole discretion. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the corporation is then located, exclusively for exempt purposes within the meaning of 501(c)(3) or to such organizations as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE 13

Avoidance of Private Foundation Taxes

The corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any investments, and from making any

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taxable expenditures, that would subject the corporation or any person to tax under 4941(d), 4943, 4944 or 4945(d) of the Internal Revenue Code of 1986, as amended, respectively, or corresponding provisions of any subsequent federal income tax law. The corporation shall make distributions at such time and in such manner as to not subject itself to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal income tax law.

ARTICLE 14Amendment to Articles

These Articles of Incorporation may be amended by the board of directors of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of November, 2010, and acknowledged that he is familiar with, and accepts, the obligations of registered agent of this corporation.



KENDALL ALMERICO, Incorporator
and Registered Agent