

N1000027085681

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000270856 3)))



H100002708563ABC\$

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : SMITH, GAMBRELL & RUSSELL LLP
Account Number : I20020000143
Phone : (404) 815-3538
Fax Number : (404) 815-3509

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 DEC 17 AM 9:5L

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION

The Allison Brundick Haramis Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 DEC 17 AM 11:37

Electronic Filing Menu

Corporate Filing Menu

Help

PS 1/4/2010

FILED H10000270856 3

10 DEC 17 AM 11:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

THE ALLISON BRUNDICK HARAMIS FOUNDATION, INC.

1.

The name of the Corporation is: The Allison Brundick Haramis Foundation, Inc.

2.

The mailing address for the principal office of the Corporation is: 4153 Roma Boulevard, Jacksonville, FL 32210.

3.

The Corporation is organized pursuant to the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes. The purpose of the corporation is to provide the opportunity to join together in God's name while raising money to help with the financial needs of families who are suffering with critically ill children or who have lost a child.

4.

(a) Number of Directors. This Corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than three. The method of election of directors shall be stated in the bylaws.

(b) Initial Directors. The name and street address of the members of the first board of directors of the Corporation is:

<u>Name</u>	<u>Street Address</u>
Drew Haramis	4153 Roma Boulevard Jacksonville, FL 32210

Mary Lee Willetts 3810 Ortega Boulevard
Jacksonville, FL 32210

Pam Oates 4650 Apache Avenue
Jacksonville, FL 32210

Sandi White 4237 Davinci Avenue
Jacksonville, FL 32210

(c) Compensation. The directors of the Corporation will receive no compensation for performing their services.

5.

(a) Appointment. The officers of the Corporation will be appointed by the board of directors.

(b) Initial Officers. The initial officers of the Corporation will be:

<u>Title</u>	<u>Name</u>	<u>Street Address</u>
President/CFO	Drew Haramis	4153 Roma Boulevard Jacksonville, FL 32210
Secretary	Mary Lee Willetts	3810 Ortega Boulevard Jacksonville, FL 32210
VP of Marketing	Pam Oates	4650 Apache Avenue Jacksonville, FL 32210
VP of Public Relations	Sandi White	4237 Davinci Avenue Jacksonville, FL 32210

(c) Compensation. The officers of the Corporation will receive no compensation for performing their services.

6.

The name and street address of the registered agent of the Corporation is: Drew Haramis, President/CFO, 4153 Roma Boulevard, Jacksonville, FL 32210.

7.

The name and address of the sole incorporator is Andrew Fawbush, Smith, Gambrell & Russell, LLP, Suite 2600, Bank of America Tower, 50 North Laura Street, Jacksonville, FL 32202.

8.

The purposes for which the Corporation is organized are exclusively charitable, religious, educational and scientific within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time (the "Code"), or the corresponding section of any future Federal tax code.

9.

No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of the duty of care or other duty as a director; provided, however, to the extent required by applicable law, this Article shall not eliminate or limit the liability of a director (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) for any transaction from which the director derived an improper personal benefit; (iv) for any other act or omission as otherwise required by applicable law. If applicable law is amended to authorize corporate action further eliminating or limiting the liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by applicable law, as amended. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision.

10.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, 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 3 hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation and the directors shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future Federal tax code, or by an

organization, contributions to which are deductible under sections 170(c)(2) and 2055 of the Code, or the corresponding sections of any future Federal tax code.

11.

To the extent that section 4942 of the Code is applicable to the Corporation, the directors shall cause the Corporation to distribute amounts for each taxable year at such time and in such manner so as not to become subject to the tax imposed by such section. Notwithstanding any other provisions of these Articles, to the extent that the following provisions of the Code are applicable, the Corporation and the directors shall not engage in any act of self-dealing which would give rise to any liability for tax under section 4941(d) of the Code, shall not retain any excess business holding which would subject the Corporation to tax under section 4943(c) of the Code, shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code and shall not make any taxable expenditures which would subject the Corporation to tax under section 4945 of the Code.

12.

In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or the corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. In the event that upon the dissolution of the Corporation the board of directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having an interest in the Corporation or its assets.

13.

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

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

Drew P. Haramis
Drew Haramis, Registered Agent

12/16/10
Date

I submit this document and affirm the facts stated herein as true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.

Andrew Fawbush
Andrew Fawbush, Incorporator

12/16/10
Date

FILED
10 DEC 17 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SGR\8610660.1