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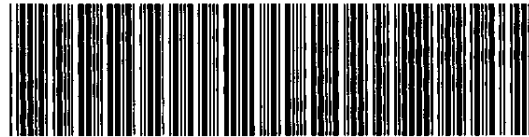
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Holly M. Barba

December 26, 2010

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

RE: **Filing of Article of Incorporation**
 G W Bailey First Responders Charitable Fund, Inc.
 Florida Nonprofit Corporation

A

Dear Sir/Madam:

Enclosed please find my check in the sum of \$ 122.50, for the fee to file the above-referenced Florida Corporation. I am enclosing a copy of the Articles for conforming and returning to me. Kindly return this to me, as soon as possible, confirmation of the filing of the Articles of Organization. In the also enclosed envelope

Please call if you have any questions,

Very truly yours,



Holly M. Barbara

Enclosures

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
G W BAILEY FIRST RESPONDERS CHARITABLE FUND, INC.
A FLORIDA NONPROFIT CORPORATION

ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation is the G W BAILEY FIRST RESPONDERS CHARITABLE FUND, INC. The principal place of business is 1401 21st Lane, Boca Raton, Florida 33486. The mailing address of the corporation is 1401 21st Lane, Boca Raton, Florida 33486.

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation organized solely for charitable fundraising purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of this corporation is perpetual.

ARTICLE IV
CORPORATE NATURE

The specific and primary purpose for which this corporation is formed is:

- A. For the advancement of First Responder Training and Support and any other corresponding or related purpose and to promote the availability of First Responder support and training.
- B. To operate exclusively in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V
MANAGEMENT OF CORPORATE AFFAIRS

- A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons, provided however, that such number may be changed by a Bylaw duly adopted by all the members.

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The Directors named herein as the First Board of Directors shall hold office until the first meeting of members at which time and election of Directors shall be held.

Directors elected at the first annual meeting and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of successors in office. Annual meetings shall be held at 1401 21st Lane, Boca Raton, Florida 33486 on December 15 of each year at 10:00AM, or at any such place or places as the Board of Directors may designate from time to time by resolution.

Any actions required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous written consent of the Board of Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Holly M. Barba	1401 21 st Lane, Boca Raton, Florida 33486.
Suzette G. Levy	21089 Brookshire Terrace, Boca Raton, Florida 33433
David J Levy	4800 Lyons Technology Parkway, Ste 4 Coconut Creek, FL 33073

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers.

<u>Office</u>	<u>Name</u>
President:	Holly M. Barba
Vice President:	Suzette G Levy
Secretary:	David J Levy
Treasurer:	Holly M. Barba

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 IV hereof.
- B. 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 distribution of statements) any political campaign on behalf of any candidate for public office.
- C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities nor permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954, (or the corresponding provisions of any further United States Internal Revenue Code Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any further United States Internal Revenue Code Law).
- D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, (or the corresponding provisions of any further United States Internal Revenue Code Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal offices of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE VIII SUBSCRIBERS

The names and addresses of the Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Holly M. Barba	1401 21 st Lane, Boca Raton, Florida 33486.
Suzette G. Levy	21089 Brookshire Terrace, Boca Raton, Florida 33433
David J Levy	4800 Lyons Technology Parkway, Ste 4 Coconut Creek, FL 33073

ARTICLE IX
AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporation Not For Profit Law of the State of Florida, concerning corporate actions that must be authorized or approved by members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

ARTICLE X
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII
REGISTERED AGENT AND OFFICE

The address of the corporations Registered Agent shall be 21089 Brookshire Terrace, Boca Raton, Florida 33433 and the name of the Registered Agent shall be David J Levy.


ARTICLE XIII
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the bylaws of this corporation.

We, the undersigned being the Subscribers and Incorporators of this corporation, for the purposes of forming this nonprofit corporation under the Laws of the State of Florida, have executed these Articles of Incorporation, this 20th day of December, 2010.


Holly M. Barba, Subscriber


Suzette G. Levy, Subscriber


David J Levy, Subscriber

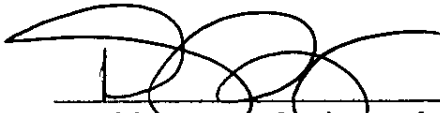
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

First – That G W Bailey First Responders Charitable Fund, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in the City of Boca Raton, State of Florida has named David J Levy, 4800 Lyons Technology Parkway, Ste 4 Coconut Creek, FL 33073, its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I am familiar with and hereby accept the duties to act as Registered Agent and agree to comply with the provision of said act relative to keeping open said office.



David J Levy, Registered
Agent

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TALLAHASSEE, FLORIDA

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