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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 FEB -4 PM 5:30

APPROVED
AND
FILED

UN

SIMON AND SCHMIDT

ATTORNEYS AT LAW

140 NORTHEAST FOURTH AVENUE, SUITE A
DELRAY BEACH, FLORIDA 33483

ERNEST G. SIMON
DAVID W. SCHMIDT

TELEPHONE (561) 278-2601
FAX (561) 265-0286

WEST PALM BEACH
(561) 737-8222

February 2, 2011

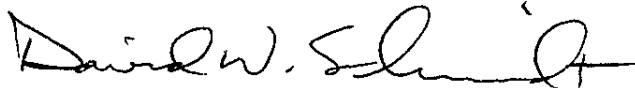
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Dare 2 Be Great, Inc.

Dear Ladies and Gentlemen:

Enclosed are the original and one copy of the articles of incorporation for Dare 2 Be Great, Inc., along with my Law Account check in the amount of \$70.00 for the filing fee. Please contact me if you should require anything further for this filing.

Sincerely yours,

A handwritten signature in black ink, appearing to read "David W. Schmidt", with a stylized flourish at the end.

David W. Schmidt

COVER LETTER

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

SUBJECT: Dare 2 Be Great, 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: David W. Schmidt

Name (Printed or typed)

140 NE 4th Avenue, Suite A

Address

Delray Beach, FL 33483

City, State & Zip

561-278-2601

Daytime Telephone number

david@simonandschmidt.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

Dare 2 Be Great, Inc.

(a Not For Profit Corporation)

APPROVED
AND
FILED

11 FEB -4 PM 5:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation not for profit pursuant to and under the provisions of Chapter 617, Florida Statutes.

ARTICLE I

NAME; PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the corporation is Dare 2 Be Great, Inc. (hereinafter, the "Corporation"). The principal office, street address and mailing address of the Corporation is 172 NE 2nd Avenue, Delray Beach, Florida 33444.

ARTICLE II

PURPOSE

The Corporation is organized to operate exclusively for charitable, religious, educational, and scientific purposes, 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 of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE III

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not for

profit under Florida Statutes and case law.

ARTICLE IV

LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, 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 II hereof.

B. No substantial part of the activities of the Corporation shall consist of 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.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its regulations, as they now exist or as they may hereafter be amended, or (b) an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal

tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE V

DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or amongst any members or directors of the Corporation, but after making provision for the payment of all of the just debts and liabilities of the Corporation, the remaining assets shall be distributed as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any later federal tax laws, or to the federal

government, or to a state or local government, for a public purpose. Any such assets not disposed of in accordance with the foregoing provisions shall be distributed by order of a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such organization or organizations, as such court shall determine, that are organized and operated exclusively for exempt purposes.

ARTICLE VI
MEMBERSHIP

The Corporation shall not have members.

ARTICLE VIII
BOARD OF DIRECTORS

The number of members of the Board of Directors and the manner of their election shall be set forth in the Bylaws of the Corporation; provided, however, that the number of Directors shall not be fewer than three (3). All other matters concerning the Board of Directors shall be governed by the Bylaws of the Corporation.

ARTICLE IX
OFFICERS

The Corporation shall have such officers as the Board of Directors shall determine, and the method of appointment and election of such officers shall be as specified in the Bylaws. All other matters concerning the officers shall be governed by the Bylaws of the Corporation.

ARTICLE X

INITIAL BOARD OF DIRECTORS

The names and address of the initial Board of Directors are:

Morgan Russell
172 NE 2nd Avenue
Delray Beach, Florida 33444

Jeff Perlman
172 NE 2nd Avenue
Delray Beach, Florida 33444

Lula Butler
172 NE 2nd Avenue
Delray Beach, Florida 33444

Kathleen Weigel
172 NE 2nd Avenue
Delray Beach, Florida 33444

Michael Coleman
172 NE 2nd Avenue
Delray Beach, Florida 33444

Judy Gleason
172 NE 2nd Avenue
Delray Beach, Florida 33444

Janet Meeks
172 NE 2nd Avenue
Delray Beach, Florida 33444

ARTICLE XI

INCORPORATOR

The names and address of the Incorporator are:

Morgan Russell
172 NE 2nd Avenue
Delray Beach, Florida 33444

ARTICLE XII

TERM OF EXISTENCE

This corporation shall have perpetual existence, unless dissolved according to law; provided, however, that upon such dissolution of this corporation, the assets of this corporation shall be distributed as provided herein.

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended in accordance with the Florida Not For Profit Corporation Act, as amended.

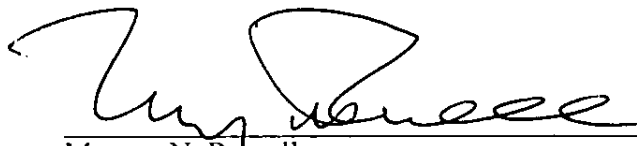
ARTICLE XIV

INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by this Corporation to the full extent permitted by law against all expenses and liabilities, including attorney's fees in trial and appellate proceedings or any settlement thereof, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of this Corporation, whether or not he is a Director or officer at the time such expenses are incurred, unless the liability of the Director or officer in question is adjudged by decision of a court of competent jurisdiction to result from the gross negligence or willful misconduct of such officer or Director in the performance of his duties; provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and

reimbursement as being in the best interest of this Corporation, The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said Director or officer may be entitled.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, has hereunto set my hand and seal, this 31st day of January, 2011, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


Morgan N. Russell

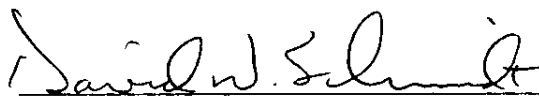
STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Morgan N. Russell, known to me and known to be the person who executed the foregoing Articles of Incorporation, and that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and county aforesaid, this 31st day of January, 2011.

NOTARY PUBLIC-STATE OF FLORIDA
David W. Schmidt
Commission # DD829037
Expires: OCT. 07, 2012
BONDED THRU ATLANTIC BONDING CO., INC.


Notary Public
State of Florida
My commission expires:
(SEAL)

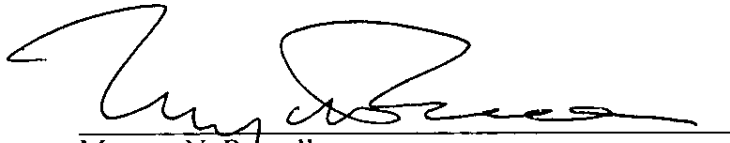
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

First - that Dare 2 Be Great, 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 County of Palm Beach, State of Florida, has named Morgan N. Russell, located at 172 N.E. Second Avenue, Delray Beach 33444, Florida, as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Morgan N. Russell
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 FEB -4 PM 5:30

APPROVED
AND
FILED