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TALLAHASSEE, FLORIDA

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AHEPA-Pensacola Charitable Foundation, Inc.

**3835 Creighton Road
Pensacola, Florida 32504**

Date: February 3, 2011

Subject: Application for Incorporation

**To: Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301**

Dear Sirs,

Please find enclosed our submission for incorporation consisting of the cover letter and check for \$87.50, two copies of our Articles of Incorporation, and two copies of the Certificate of Designation for the Registered Agent/Registered Office.

If there are any additional requirements or questions, please contact me immediately at (850) 863-2726, (850) 598-1858, or cerigo@cox.net.

Thank you for your assistance.

Sincerely,

Joseph M. O'Neil, Jr.
President

COVER LETTER

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

SUBJECT: AHEPA-Pensacola Charitable Foundation, 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: Joseph M. O'Neil, Jr.
Name (Printed or typed)

3835 Creighton Road
Address

Pensacola, FL 32504
City, State & Zip

850-863-2726/850-598-1858
Daytime Telephone number

GApotle@cox.net
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
AHEPA-PENSACOLA CHARITABLE FOUNDATION, INC.

A FLORIDA NONPROFIT CORPORATION

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the **State of Florida** and further certify that:

Article I

Identification

- (a) **Name.** The name of the Corporation is **AHEPA-Pensacola Charitable Foundation, Inc.** (hereinafter referred to as the "Corporation")
- (b) **Existence.** The existence of the Corporation will be perpetual;
- (c) **Principal Office.** The principal office and mailing address of the Corporation will be located at 3835 Creighton Road, Pensacola, Florida 32504;
- (d) **Registered Agent.** The registered agent of the Corporation is **George J. Apostle** whose mailing address is 3835 Creighton Road, Pensacola, Florida 32504;
- (e) **Registered Office.** The location and mailing address of the Corporation's registered office is 3835 Creighton Road, Pensacola, Florida 32504;
- (f) **Change in Registered Agent or Office.** The President of the Corporation may change the registered agent or registered office of the Corporation at any time, in accordance with the laws of the State of Florida, as the President determines necessary or appropriate in the President's sole discretion.

Article II

Charitable Purposes

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

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TALLAHASSEE, FLORIDA

- (a) Exclusive Purpose: This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future United States internal revenue law.
- (b) Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. 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 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 shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended, or the corresponding section of any future United States internal revenue law.
- (c) Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding section of any future United States internal revenue law, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article III

Powers

The Corporation is empowered:

- (a) Property. To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article II hereof.
- (b) Debt. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.
- (c) Other Acts. To do and perform all acts reasonable necessary to accomplish the purposes of the Corporation.
- (d) Granted by Law. To have and exercise all of the general rights and powers of nonprofit corporations provided for by the laws of the State of Florida, or the corresponding provisions of any amendment or successor thereof, as such rights and powers are consistent with and limited by these Articles and the Bylaws of the Corporation.

Article IV

No Members

The Corporation shall not have any members and, accordingly, all authority that would otherwise be reposed in members shall be exercised by the Board of Directors of the Corporation as and to the extent permitted by the Florida Nonprofit Corporation Act. The Corporation shall have no stockholders and shall not issue any shares of stock or certificates and no dividends or pecuniary profits shall be disbursed or paid to its directors or officers.

Article V

Election and Qualification Of Directors and Officers

- (a) Number of Directors. The number of directors of the Corporation shall be not less than five (5) nor more than eleven (11). There will be seven (7) initial members of the Board of Directors. Directors shall be elected by the Board of Directors, except the initial Directors listed in following paragraph.

(b) Initial Directors. The original directors and the term for which each will serve are set forth below:

Name:	Term:	Expiration:
Joseph M. O'Neil, Jr. 3 Greenwood Circle Fort Walton Beach, FL 32548-6338	3 Years	1/31/2014
George J. Apostle 3610 Summit Boulevard Pensacola, FL 32503-5156	3 Years	1/31/2014
James R. Mohamed 7048 Glendora Street Pensacola, FL 32526	3 Years	1/31/2014
Dimitri Georgiades 1574 Cypress Bend Trail Gulf Breeze, FL 32563	2 Years	1/31/2013
George B. Dodge, Sr. 615 East Ditmar Street Pensacola, FL 32503	2 Years	1/31/2013
Nickolas M. Peterson 6228 Billorree Road Pace, FL 32571	1 Year	1/31/2012
Ernest A. Harageones 8192 Torres Street Navarre, FL 32566	1 Year	1/31/2012

(c) No Compensation. The directors shall serve without compensation.

Article VI

Internal Affairs and Bylaws

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation and the Directors thereof are hereby adopted:

- (a) Bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.
- (b) The initial bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the Board of Directors, which power may be exercised in the manner provided in the bylaws. The bylaws may contain any provisions for the regulation and conduct of the affairs of the Corporation and the Directors thereof not inconsistent with the Act or these Articles of Incorporation.

Article VII

Amendment

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Act, subject, however, to prior approval thereof of the affirmative vote of a majority of the Board of Directors.

Article VIII

REGISTERED AGENT AND INCORPORATOR

The name and address of the Registered Agent is as follows:


George J. Apostle
3835 Creighton Road
Pensacola, Florida 32504

The name and address of the Incorporator is as follows:

Joseph M. O'Neil, Jr.
3835 Creighton Road
Pensacola, Florida 32504

I submit this document and affirm that the facts stated herein are 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.

IN TESTIMONY WHEREOF, the Incorporator has signed and sealed the Articles of Incorporation this 2nd day of February, 2011.



Joseph M. O'Neil, Jr.

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TALLAHASSEE, FLORIDA

**Certificate of Designation
Registered Agent/Registered Office**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida:

1. The name of the corporation is: **AHEPA-Pensacola Charitable Foundation, Inc.**
2. The name and street address of the registered agent and office is:

**George J. Apostle
3835 Creighton Road
Pensacola, Florida 32504**

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


George J. Apostle, Registered Agent

February 2, 2011

Date

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