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COVER LETTER

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

SUBJECT: Oma's Heart, 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: Audrey McFalls
Name (Printed or typed)

4423 SE 12th Av
Address

Cape Coral, FL 33904
City, State & Zip

(239) 989-6718
Daytime Telephone number

audrey@omasheart.org
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
For
Oma's Heart, Inc.
A Florida "Not for Profit" Corporation

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DIVISION OF CORPORATIONS
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The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation.

Article I

NAME OF CORPORATION: The name of the corporation is "Oma's Heart, Inc."

Article II

PRINCIPLE OFFICE: The principle office of the corporation is located at 4423 SE 12th Ave. Cape Coral, FL 33904.

MAILING ADDRESS: The mailing address of the corporation is P.O. Box 100016 Cape Coral, FL 33910-0016.

Article III

CORPORATE PURPOSES: The purpose for which this corporation is formed is exclusively charitable, educational and consists of the following:

- a. The corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
- b. To aid, support, and assist by gifts, contributions or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
- c. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
- d. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Article IV

MANNER OF ELECTION: By majority vote of the Board of Directors.

All officers shall serve indefinite terms. As a general rule the Board of Directors shall review it officers once a year for the purpose of considering whether or not to retain or replace them (but this review is not mandatory). An officer shall remain in office until his or her successor has been selected.

Article V

BOARD OF DIRECTORS: The Board of Directors and number of directors is as follows:

Audrey McFalls – Chairperson
Caroline Burch – Property Manager
Debbie Irberseder – Marketing
Rebecca Kennedy – Business Advisor
Julie Kennedy – Secretary/Treasurer
Amanda McFalls – Outreach/Fundraising Director
Dawn Marie Mackenzie – Assistant to Outreach/Fundraising
Jennifer Schmelz - Merchandise/Inventory

Article VI

REGISTERED AGENT: The name of the registered agent of the corporation is Audrey McFalls. The address of this registered agent is 4423 SE 12th Ave. Cape Coral, FL. 33904.

Article VII

INCORPORATOR: The name and address of the incorporator is Audrey McFalls, 4423 SE 12th Ave. Cape Coral, FL. 33904.

Article VIII

501(c)3 LIMITATIONS:

- a. **Corporate Purposes:** Notwithstanding any other provision of these 7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and State income tax under section 501(c)3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
- b. **Exclusivity:** The Corporation is organized exclusively for charitable and educational purposes.
- c. **No Private Inurement:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individuals, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.
- d. **Lobbying and Political Campaigns:** 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, any political campaign on behalf of any candidate for public office.

- e. **Dissolution:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)3 of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

Article IX

INDEMNIFICATION: Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

Article X

AMENDMENTS: These Articles may be amended by the Board of Directors in accordance with Florida Law.

EXECUTION

These articles of Incorporation are hereby executed by the incorporator on this 30th day of January, 2011. I submit this document and affirm that the facts stated herein are true.


Audrey C. McFalls (Incorporator)

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DIVISION OF CORPORATION
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REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

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


Audrey C. McFalls (Registered Agent)

Date: 2/21/11