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FLORIDA PROFIT/NON PROFIT CORPORATION  
Support Smiles, Inc.

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**ARTICLES OF INCORPORATION  
OF  
SUPPORT SMILES, INC.  
(A Corporation Not for Profit)**

We, the undersigned, hereby execute the following Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida applicable to a Corporation not for profit.

**ARTICLE I - NAME:**

The name of this Corporation shall be the SUPPORT SMILES, INC., whose mailing address is 5306 Van Dyke Road, Lutz, Florida 33558.

**ARTICLE II - EXISTENCE:**

This Corporation shall have perpetual existence, unless sooner dissolved by law.

**ARTICLE III - PURPOSE:**

3.01 **Specific Purpose:** The specific purpose for which this Corporation is organized is to provide for worthy community needs assisting individuals in need of the basic necessities of life, specifically dental services for select individuals in need of the same, such as victims of domestic violence, children and military personnel and their families, and to possess all rights, privileges and immunities, and enjoy all the benefits and powers granted to Corporations not for profit under the laws of the State of Florida, and the United States of America.

3.02 **General Purpose:** Notwithstanding the foregoing, and to supercede the same where in conflict, the general purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational 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.

**ARTICLE IV - NON-PROFIT STATUS:**

The Corporation shall have no capital stock and shall declare no dividends, and the profits, or other income, if any, of the Corporation, from whatever source, shall be used solely in promoting the purpose thereof, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, in any manner of profit to the Directors, Officers, or Members of this Corporation. However, nothing herein shall prohibit the payment in good faith of reimbursement to any Director, Officer, or Member for out of pocket expenses or reasonable compensation for services actually rendered on behalf of the Corporation.

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**ARTICLE V - LIQUIDATION:**

5.01 **General Liquidation:** In the event of dissolution, all of the remaining assets of the Corporation, after payment of all debts and obligations, shall be distributed to another non-profit entity holding IRS 501(c)(3) exempt status, subject to compliance with the following provision.

5.02 **Specific Liquidation:** 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 of 1986, or corresponding section of any future federal tax code or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located exclusively for such purposes.

**ARTICLE VI - MEMBERSHIP:**

6.01 **Eligibility.** Membership shall be open to all natural persons over the age of 18 years who are interested in furthering the purposes of this Corporation as set forth in Article 3. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time and may embrace the qualifications for active, inactive, honorary, sustaining and lifetime membership and establish membership fees therefor.

6.02 **Initial Members:** The initial members of this Corporation are:

<u>Name</u>	<u>Address</u>
Dr. Yen Nguyen	5306 Van Dyke Road Lutz, Florida 33558
Daniella DeJesus	5306 Van Dyke Road Lutz, Florida 33558
Jeffry Clausen, Jr.	704 S. Keystone Avenue Clearwater, Florida 33756

6.03 **Dues.** Dues for the various classes of membership shall be determined from time to time by the Board of Directors in the adoption of Bylaws and Amendments thereto.

6.04 **Meeting.** Membership meetings shall be held as scheduled and notice shall be given each member in advance of such meeting as determined by the Board of Directors in the adoption of Bylaws.

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**ARTICLE VII - INCORPORATOR:**

The name and address of the Incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Jeffry Clausen, Jr.	704 S. Keystone Avenue Clearwater, Florida 33756

**ARTICLE VIII - BUSINESS AFFAIRS:**

The business affairs of this Corporation shall be managed by a Board of Directors of not less than three (3) nor more than nine (9) members, as provided for in the By-Laws of this Corporation from time to time, and who shall be elected annually by the Members for a term as state in the By-Laws. The initial Board of Directors of this Corporation shall consist of the following:

<u>Name</u>	<u>Address</u>
Dr. Yen Nguyen	5306 Van Dyke Road Lutz, Florida 33558
Daniella DeJesus	5306 Van Dyke Road Lutz, Florida 33558
Jeffry Clausen, Jr.	704 S. Keystone Avenue Clearwater, Florida 33756

**ARTICLE IX - OFFICERS:**

The Officers of the Corporation shall be a President, Vice-President, Secretary, and Treasurer, and such other Officers as the Board of Directors may from time to time name and designate. All such offices shall be filled through the election process at the first meeting each year of the Board of Directors. The initial Officers of the Corporation shall be:

President	Dr. Yen Nguyen
Vice-President	Daniella DeJesus
Secretary/Treasurer	Jeffry Clausen, Jr.*

\* who shall also serve as the Corporation's Executive Director\*

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**ARTICLE X - BY-LAWS:**

The Directors shall have the right to make and adopt such By-Laws as they shall deem proper and advisable. Such By-Laws may also be made, altered, or rescinded upon a majority vote of the Members of the Corporation present and voting at any regular or special business meeting called for that purpose.

**ARTICLE XI - AMENDMENTS:**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote at a meeting for which notice of the amendment to be made has been given in the manner set forth in the By-Laws of this Corporation.

**ARTICLE XII - REGISTERED AGENT AND OFFICE:**

The address of the Corporation's Registered office shall be 9075 Seminole Boulevard, Seminole, Florida 33772, and the name of it's Registered Agent as said address shall be Timothy C. Schuler, Esquire.

**ARTICLE XIII - LIMITATION ON POWERS:**

13.01 General Limitation on Powers: Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal 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.

13.02 Specific Limitation on Powers: Specifically, this organization shall:

- (A) Absolutely refrain from participating in the political campaigns of candidates for local, state or federal office.
- (B) Absolutely ensure that its assets and earnings do not unjustly enrich board members, officers, key management employees, or other insiders.
- (C) Not further non-exempt purposes (such as purposes that benefit private interests) more than insubstantially.
- (D) Not operate for the primary purpose of conducting a trade or business that is not related to its exempt purpose(s).
- (E) Not engage in activities that are illegal or violate fundamental public policy.
- (F) Restrict its legislative activities.

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- (G) Distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (H) Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (I) Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (J) Not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (K) Not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

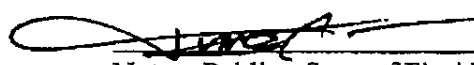
IN WITNESS WHEREOF, we have here unto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10<sup>th</sup> day of March, 2011.

  
JEFFRY CLAUSEN, JR.

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared DR. YEN NGUYEN, to me personally known to be the person who executed the foregoing Articles of Incorporation, or who produced a Florida Driver's License as proof of identification, and he acknowledged to and before me that he executed such instrument for the purposes therein intended.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 10<sup>th</sup> day of March, 2011.

  
Notary Public - State of Florida  
My Commission Expires:

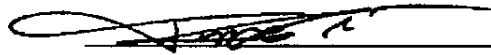
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 10<sup>th</sup> day of March, 2011.



Timothy C. Schuler, Registered Agent

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