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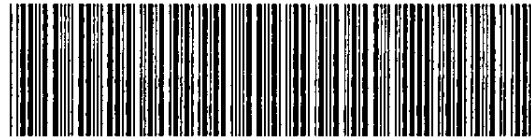
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11 MAR 31 PM 1:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

174

COVER LETTER

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

SUBJECT: Magic Life 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: Peggy Stuart
Name (Printed or typed)

1523 Sunnyhills Dr.
Address

Brandon Fla. 33510-2648
City, State & Zip

(813) 689-9714
Daytime Telephone number

magiclifefoundation@verizon.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

In compliance with Chapter 617, F.S., (Not for Profit)

APPROVED
AND
FILED

11 MAR 31 PM 1:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name, Purpose, and Offices

1. Name

The name of this corporation is Magic Life Foundation, Inc.
(also sometimes referred to herein as the "Corporation")

2 Purpose

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of section 501(c) (3) of the Internal Revenue Code by promoting community service and welfare through public events by collaborating with local charities, individuals, & businesses. This Corporation shall remain non-sectarian, non-partisan, apolitical, and non-profit

3 Offices

The principal office of the corporation shall be in Brandon, Hillsborough County, Florida. The Corporation may also have offices at such other places as the Trustees of the Corporation may require. (Offices located at: 1523 Sunnyhills Drive – Brandon, Florida 33510-2648 as of March 15, 2011 until such time as a new address is amended.)

ARTICLE II

Members and Meetings of Members

1 Membership

Membership is intended to be comprised of the community groups, clubs, organizations, individuals, businesses whose purpose is to benefit the community. Any and all seeking membership shall be approved by the Board. The general criteria for membership shall be one's interest in the advancement and betterment of the community through the object and goals of this Corporation. Prospective members shall apply for membership to Magic Life Foundation, Inc. by submitting an application for membership on a form provided by Magic Life Foundation, Inc.

2 Annual Meetings

The annual meeting of Magic Life Foundation, Inc. shall be held within the State of Florida in September of each year, for the purpose of electing Trustees for the following year term, and for the transaction of such other business as may properly come before the meeting.

3 Quarterly Meetings

General Meetings of the members of Magic Life Foundation, Inc shall be held the first Thursday of the quarter following the regular Trustee Meeting at such time and place as

may be designated by the President. All quarterly meetings shall be open to the full membership and public.

4 Notice of Special meetings

With respect to special meetings, written notice stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called shall be delivered by first class mail or email, by or at the direction of the President, or by a majority of the Trustees, not fewer than five (5) nor more than thirty (30) days before the meeting, upon each person who appears upon the books of Magic Life Foundation, Inc. as a member entitled to vote. Such notice shall be addressed to the member at his address as it appears on the books of Magic Life Foundation, Inc.

5 Voting

At every meeting of members, each member shall be entitled to vote in person. Each organization may assign a representative as the voting member entitled to one vote. Upon the demand of any member, the vote upon any question before the meeting shall be by written ballot. All elections shall be had and all questions decided by majority vote of the members present in person.

6 Removal of Members, Trustees, or Officers

Any member, Trustee, or officer may be removed from membership or from office by the affirmative vote of membership, registered in person at any regular or special meeting called for that purpose, for conduct detrimental to the interests of Magic Life Foundation, Inc., for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any such member, officer, or Trustee proposed to be removed shall be entitled to at least five (5) days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

7 Dues

The annual dues shall be such amount as is determined by the Board of Trustees on an annual basis, and shall be considered delinquent if not paid within sixty (60) days of membership expiration date.

ARTICLE III

Trustees

1 Selection

The business and property of Magic Life Foundation, Inc. shall be managed and controlled by the Trustees. At the annual meeting of members held in September each year, there shall be an election of Trustees of Magic Life Foundation, Inc. for the following year.

2 Number

The number of Trustees of Magic Life Foundation, Inc. shall be eleven (11), consisting of the President, Vice President, Secretary, Treasurer, Event Coordinator, Press Release Liaison, Web Site Manager, and four (4) at large Trustees

- 3 **Resignation**
Any Trustee may resign at any time by giving written notice of such resignation to the Trustees.. Any Trustee who fails to attend three (3) consecutive monthly meetings shall be deemed to have resigned.
- 4 **Vacancies**
Any vacancy in the Trustees occurring during the year , including a vacancy created by the increase in the number of Trustees made by the Trustees, may be filled for the unexpired portion of the term by appointment by the President
- 5 **Monthly Meetings**
The monthly meeting of the Trustees shall be held the first (1st) Thursday of the month for the purpose of organization, and the transaction of other business as may properly come before the meeting.
- 6 **Special Meetings**
Special meetings of the Trustees may be called by the President and must be called by him on the written request of any two Trustees.
- 7 **Notice of Special Meetings**
Notice of all Trustees' special meetings, except as otherwise provided, shall be given by first class mail or email at least three days before the meeting to the usual address of each Trustee. Any business may be transacted at any Trustees' meeting.
- 8 **Chairman**
At all meetings of the Trustees, the President; or in his or her absence, the Vice President shall preside.
- 9 **Quorum**
At all meetings of the Trustees, the presence of five (5) Trustees shall be sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Trustees present at any meeting at which there is a quorum shall be the act of the Trustees, except as may be otherwise specifically provided by statute or by these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting without further notice to any absent Trustee.

ARTICLE IV

Officers

- 1 **Number**
The officers of Magic Life Foundation, Inc. shall be the President, Vice President, Secretary, Treasurer, Event Coordinator, Press Release Liaison, and Web Site Manager.
- 2 **Election, term of Office and Qualifications**
All officers shall be elected annually by the members from among their number at the annual meeting of members of Magic Life Foundation, Inc. All candidates for office shall be members in good standing for a period of not less than three (3) years and have been vetted and approved by the Trustees; currently serving on the Board, as eligible for office.

3 Vacancies

In case any office of Magic Life Foundation, Inc. becomes vacant by death, resignation, retirement, disqualification or any other cause, the majority of the Trustees then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold and serve until the next annual meeting of members. The Vice President shall succeed the President if the President leaves the position.

4 President

The President shall preside at all meetings of members and meetings of the Trustees. He or she shall have general charge and supervision of the affairs of Magic Life Foundation, Inc. and shall perform such other duties as may be assigned to him or her by the Trustees.

5 Vice President

The Vice President shall conduct meetings in the absence of the President and be an ad hoc member of all standing committees.

6 Secretary

The Secretary shall have charge of books, documents, and papers as the Trustees may determine. He or she shall attend and keep the minutes of all the Board meetings and General meetings. He or she shall keep a current roster of members in accordance with Robert's Rules of Order.

7 Treasurer

The Treasurer shall have custody of all funds, property, and securities of Magic Life Foundation, Inc. When necessary, he or she may endorse on behalf of Magic Life Foundation, Inc. for collection, checks, notes, and other obligations and shall deposit the same to the credit of Magic Life Foundation, Inc. at such bank or banks or depository as the Trustees may designate. He or she shall sign all receipts and vouchers and, together with such other officer or officers, if any, as shall be designated by the Trustees, he or she shall sign all checks of Magic Life Foundation, Inc. and all bills of exchange and promissory notes issued by Magic Life Foundation, Inc. except in cases where the signing and execution shall be expressly designated by the Trustees or by these Bylaws to some other officer or agent of Magic Life Foundation, Inc. He or she shall enter regularly on the books of Magic Life Foundation, Inc. to be kept by him or her for the purpose full and accurate account of all moneys and obligations received and paid or incurred by him or her for or on account of the Corporation, and shall exhibit such books at all reasonable times to any Trustee or member on application at the offices of Magic Life Foundation, Inc. He or she shall, in general, perform all the duties in accordance with Robert's Rules of Order.

8 Press Release Liaison

The Press Release Liaison shall compose and send releases to all media regarding the happenings, upcoming events, and major announcements concerning Magic Life Foundation, Inc.

9 Web Site Manager

The Web Site Manager shall be responsible of updating the web site on a regular basis, overseeing the calendar, posting announcements and posting the releases on the web site received from the Press Release Liaison.

10 Event Coordinator

The Event Coordinator shall be responsible to enter into any contract or execute and deliver any instrument in the name of and on behalf of Magic Life Foundation, Inc, booking dates, securing all venues, entertainment and equipment for all charitable events.

11 Removal

Any officer may be removed from office by the affirmative vote of two-thirds of all the Trustees at any regular or special meeting called for that purpose, for malfeasance, or misfeasance, for conduct detrimental to the interests of Magic Life Foundation, Inc. for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail or email of the meeting of the Trustees at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Trustees at such meeting.

ARTICLE V

Contracts

The Trustees, except as in these Bylaws otherwise provided, may authorize any officer or agent to enter into any contract and deliver any instrument in the name of and on behalf of Magic Life Foundation, Inc., and such authority may be general or confined to a specific instance; and unless so authorized by the Trustees, no officer, agent or employee shall have any power or authority to bind Magic Life Foundation, Inc., by any contract or engagement, or pledge its credit, or render it liable pecuniary for any purpose or to any amount.

ARTICLE VI

Committees

1 Advisory Committees

The board of Trustees may appoint from its number, or from among such persons as the Board may see fit, one or more advisory committees, and at any time may appoint additional members. The members of any such committee shall serve during the pleasure of the Trustees. Such advisory committees shall advise and aid the officers of Magic Life Foundation, Inc. in all matters designated by the Trustees. Each such committee may subject to the approval of the Trustees, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

2 Membership Committee

The Membership Committee shall review each new member application. The Committee is responsible for accepting new members and mentoring them during their first year. The Committee shall introduce the new members at the next general meeting of Magic Life Foundation, Inc.

ARTICLE VII

Fiscal Year

The fiscal year of Magic Life Foundation shall commence on January one (1) of each year and end on December thirty-first (31) each year.

ARTICLE VIII

Investments

Magic Life Foundation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Trustees, without being restricted to the class of investments which a Trustee is or may be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of Magic Life Foundation, Inc. if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE IX

Amendments

1 By Trustees

The Trustees shall have power to make, alter, amend, and repeal the Bylaws of Magic Life Foundation, Inc. by affirmative vote of a majority of Trustees. All Bylaws made by the Trustees may be altered, amended, or repealed by the members.

2 By Members

The Bylaws may be altered, amended, or repealed at a Special meeting of members of Magic Life Foundation by a majority vote of all the members represented either in person or by proxy, provided that the proposed action is inserted in the notice of such meeting.

ARTICLE X

Parliamentary Authority

The authority for conduct of meetings and activities of Magic Life Foundation will be Robert's Rules of Order in the absence of a Bylaw provision.

ARTICLE XI

Dissolution Clause

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such

purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes,

ARTICLE XII

Initial Officers and/or Trustees

President - Peggy Stuart - 15 23 Sunnyhills Dr. Brandon, Fla. 33510

Vice- President - Cynthia Jandrewski - 7493 Brett Forest Dr. Jacksonville Fla. 32222

Secretary - Dana Adkins - 1901 Oak Creek Cir. Apt. 905 Lutz, Fla. 33549

Treasure - Renee Moore - 3835 Rolling Cir. Valrico, Fla. 33594

Event Coordinator - Barbara Keplinger - 10550 Pleasant Blvd. Riverview, Fla. 33569

Web Site Manager - Christopher Stuart - 1523 Sunnyhills Dr. Brandon, Fla. 33510

Press Release Liaison - Derek Bailey - 410 Balington Dr. Valrico, Fla. 33596

AT Large Trustee - Donald Mains - 6817 32 Ave. South Tampa, Fla, 33619

At Large Trustee - Kim Cottrell - 8130 N. Freemont Ave. Tampa, Fla. 33604

At Large Trustee - Sally J Erwin - 5707 Seclusion Dr. Huston, Tx. 77049

At Large Trustee - Jimmy (Jimi) Jamison - 4002 Glendale Memphis, Tenn. 38128

ARTICLE XIII

Effective Date

The Magic Life Foundation, Inc. Shall commence operations on April 1, 2011

ARTICLE XIV

Registered Agent

Initial Registered Agent - Peggy Stuart - 1523 Sunnyhills Dr. Brandon, Fla. 33510

ARTICLE XV

Incorporator

Incorporator - Peggy Stuart - 1523 Sunnyhills Dr. Brandon, Fla. 33510

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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


Peggy Stuart
Registered Agent

3/25/2011
Date

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.


Peggy Stuart
Incorporator

3/25/2011
Date