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DIVISION OF CORPORATIONS
11 JUN -7 PM 3:16

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COVER LETTER

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

SUBJECT: Phoenix CM Incorporated

(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: Ella B. Russell

Name (Printed or typed)

1318 Ardmore Street

Address

Saint Augustine, Florida 32092

City, State & Zip

904-253-1289

Daytime Telephone number

russellella@yahoo.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
Phoenix CM Incorporated**

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DIVISION OF CORPORATIONS

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A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

- A. NAME OF CORPORATION:** The name of the corporation is Phoenix CM Incorporated
- B. PRINCIPAL OFFICE:** The principal office of the corporation is located at 1318 Ardmore Street Saint Augustine, Florida 32092
- C. MAILING ADDRESS:** The mailing address of the corporation is 1318 Ardmore Street Saint Augustine, Florida 32092. **REGISTERED AGENT:** The name of the registered agent of the corporation is Ella B. Russell. The address of this registered agent is 1318 Ardmore Street Saint Augustine, Florida 32092
- E. DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any and the manner of their admission shall be regulated by the bylaws.
- F. BOARD OF DIRECTORS:** A meeting was held on December 31, 2010 in which the following offices were appointed and the bylaws were adopted. The method of selection of the Board of Directors and number of directors are stated in the bylaws. Board of Directors: Sandra Brown (secretary), 9855 Regency Square Blvd. APT. 99, Jacksonville, FL. 32225, Marcus J. Russell (treasurer) 1318 Ardmore Street, Saint Augustine FL. 32092, Stephen Cleveland (Vice President), 1370 Thompson bailey Road, Saint Augustine, FL. 32084, Lionel Staplefoote (President), 8670 Jeremy David Court, Jacksonville, FL. 32244). Isilma Putnam, 510 West Galvez Lane, Ponte Vedra, FL 32081
- G. INCORPORATORS:** The name and address of the incorporator is: Ella B. Russell 1318 Ardmore Street Saint Augustine, FL 32092.
- H. CORPORATE PURPOSES:** The purposes for which this corporation is formed are exclusively charitable, educational and supportive and consist of the following:
 - 1. This corporation is formed exclusively for charitable, educational and supportive 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."
 - 2. 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.
 - 3. 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, association, trusts,

institution, foundations, or governmental bureaus, departments or agencies.

4. 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.

I. 501(c) (3) LIMITATIONS

1. CORPORATE PURPOSES: Notwithstanding any other provision of these 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.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

3. 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 individual, 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.

4. 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.

5. 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.

- J. **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 of administrators) may be entitled apart from this Article.

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EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 31st day of December, 2010.

Ella B. Russell

Ella B. Russell

REGISTERED AGENT'S

ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Phoenix CM Incorporated a Florida not for profit corporation.

Ella B. Russell

Ella B. Russell

Date: January 5, 2011

May 28, 2011



Sharena Martin
5/28/11