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FLORIDA PROFIT/NON PROFIT CORPORATION
Air Angels Foundation of Florida, Inc.

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**ARTICLES OF INCORPORATION
OF
AIR ANGELS FOUNDATION OF FLORIDA, INC.
(A NOT-FOR-PROFIT CORPORATION)**

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is Air Angels Foundation of Florida, Inc. (the "Corporation").

ARTICLE II

Principal Office or Mailing Address

The principal office of the Corporation is located at 1476 Atlantic Boulevard, Neptune Beach, Florida 32266, and its mailing address is Post Office Box 40107, Jacksonville, Florida 32203-0107.

ARTICLE III

Purposes

This Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for religious, charitable and educational purposes, under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, the Corporation is organized to primarily but not limited to providing heating and air conditioning to those who do not have the resources to provide it for themselves.

ARTICLE IV

Powers

The corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient in the prosecution of the Corporation's purposes, which are necessary and desirable to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code;

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(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its members, directors, officers, or other private persons; provided however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III of these Articles;

(c) No substantial part of the activities of the Corporation shall be 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 any candidate for public office.

(d) The Corporation shall have no power to do any act inconsistent with the provisions of the Bylaws.

ARTICLE V Board of Directors

(a) All corporate powers shall be exercised under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

(b) The corporation shall have eight (8) directors initially. The number of Directors may be increased from time to time according to the bylaws, but shall never be less than three (3). The directors shall be elected by the Board of Directors in such manner as shall be provided in the Bylaws.

(c) Each member of the Board of Directors shall serve a term of one (1) year.

(d) The names and addresses of the initial members of the Board of Directors who shall serve until their successors are duly elected are as follows:

<u>Name</u>	<u>Address</u>
Glenn Jones	1476 Atlantic Boulevard Neptune Beach, Florida 32266
Ed Miller	Post Office Box 16826 Jacksonville, Florida 32245
Janie Ade	Post Office Box 8627 Jacksonville, Florida 32239
Roger Hughes	2953 Powers Avenue Jacksonville, Florida 32207

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Jim Mallory	11710 Central Parkway Boulevard Jacksonville, Florida 32224
Christopher Lloyd	11034 Atlantic Boulevard Jacksonville, Florida 32225
Jim Jones	9969 Old Kings Road Jacksonville, Florida 32219
Dan Griffin	Post Office Box 37068 Jacksonville, Florida 32236-7068

ARTICLE VI
Officers

(a) The officers of the Corporation shall be a President, a Vice President, a Treasurer and a Secretary, and such other officers as may be provided by the Bylaws.

(b) The officers shall be elected by a majority vote of the Board of Directors at its annual meeting.

(c) The following persons shall serve as officers of the Corporation until their successors are elected:

<u>OFFICE</u>	<u>NAME</u>
President	Glenn Jones
Vice President	Jim Mallory
Treasurer	Ed Miller
Secretary	Ed Miller

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 1476 Atlantic Boulevard, Neptune Beach, Florida 32266, and the name of the initial registered agent of the Corporation at that address is Glenn Jones.

ARTICLE VIII
Incorporator

The name and address of the subscriber to these Articles is:

Name

Address

Glenn Jones

1476 Atlantic Boulevard
Neptune Beach, Florida 32266

ARTICLE IX
Duration

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

ARTICLE X
Members

The Corporation shall have no members.

ARTICLE XI
By-Laws

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors who are present at any regular meeting, or any special meeting for this purpose.

ARTICLE XII
Amendments

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the members of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the

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Corporation are granted subject to the further amendment of these Articles of Incorporation.

ARTICLE XIII
Corporate Liquidation and Dissolution

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation, and upon dissolution, the assets of the Corporation, after all debts and liabilities are paid, shall be distributed as determined by the Board of Directors in the manner provided in the Bylaws to best accomplish the religious, charitable and educational purposes of the Corporation, provided that such distributions shall be made:

(a) To one or more organizations qualified under Section 501(c)(3) of the Code where purposes are similar to the religious, charitable and educational purposes of the Corporation;

(b) To the federal government or a state or local government, for public purposes similar to the religious, charitable and educational purposes of the Corporation consistent with Section 501(c)(3) of the Code and in accordance with the laws of the State of Florida; or

(c) Upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the religious, charitable and educational purposes of the Corporation.

ARTICLE XIV
Limitations on Corporate Power

Should the Corporation at any time be considered a "Private Foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax law;

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

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(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE XV
Indemnification

The Corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article III herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Articles of Incorporation this 12th day of July, 2011, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.



Glenn Jones

277330

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 617.0501, Florida Statutes, Air Angels Foundation of Florida, Inc., a Florida corporation not-for-profit (the "Corporation"), submits the following statement in designating the registered office/registered agent, in the State of Florida:

The Corporation has named Glenn Jones, who maintains an office at 1476 Atlantic Boulevard, Neptune Beach, Florida 32266 in the County of Duval, in the State of Florida as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

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

DATED: This 12th day of July, 2011.


Glenn Jones

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