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Division of Corporations

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Florida Department of State(((H11000199311 3)))

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**FLORIDA PROFIT/NON PROFIT CORPORATION
WHITE PICKET FENCE FOUNDATION, INC.**

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ARTICLES OF INCORPORATION OF
WHITE PICKET FENCE FOUNDATION, INC.
A Florida "Not for Profit" Corporation

The undersigned Incorporator(s), (a) natural person(s) 18 years of age or older, in order to form a corporate entity under Florida Statutes, Chapter 617, adopts the following Articles of Incorporation;

NAME OF CORPORATION:

The name of the corporation shall be **WHITE PICKET FENCE FOUNDATION, INC.**

PRINCIPAL OFFICE:

The principal office of the corporation is located at 1836 Jewell Avenue, Winter Park, FL 32789

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.

INCORPORATORS:

The name and address of the incorporator are Dudley Q. Sharp, Jr., 369 N. New York Avenue, Winter Park, Florida 32789.

CORPORATE PURPOSES:

The purposes for which this corporation is formed are exclusively charitable, cultural and educational, and consist of the following:

1. The mission of the Corporation is to provide mental health counseling services and to inspire, foster and obtain funding for activities that develop and enhance the mental well being of people in and around metropolitan Orlando, Florida. The Corporation shall operate a counseling center and shall provide education and training for students and medical and mental health professionals.
2. To aid, support, and assist by gifts, contributions, or otherwise, other non-profit and community grass-roots organizations and foundations, organized and operated exclusively for charitable, educational and cultural 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. All of the foregoing purposes shall be exercised exclusively for 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.
4. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit or dividends to its Trustees, except as reasonable compensation for services carried out in the Corporation's charitable and educational

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purposes.

5. 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.

DIRECTORS

- A. The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors shall initially be THREE (3); provided, however, that the number of Directors may be changed by a bylaw duly adopted pursuant to the Bylaws of this Corporation. The number of Directors shall be no less than three (3), nor more than seven (7). Notwithstanding any provision of the Bylaws to the contrary, any action to increase or decrease the number of Directors shall be by unanimous vote of the then serving Directors.
- B. The Directors shall be elected or appointed in the manner prescribed by the Bylaws of this Corporation. Further, the qualifications required of each Director shall also be prescribed by the Bylaws.
- C. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting.
- D. The names and addresses of the persons who are to serve as the initial Directors are:

Name

Address

SANDEE NEBEL

1345 Clay Street
Winter Park, Florida 32789

MICHAEL S. NEBEL

1345 Clay Street
Winter Park, Florida 32789

TARA HARVILL

1345 Clay Street
Winter Park, Florida 32789

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PROTECTION OF DIRECTORS:

- A. The Directors shall not be personally liable for any obligations of the Corporation of any nature whatsoever; nor shall any of the property of any Director be subject to the payment of the obligations of the Corporation to any extent whatsoever.
- B. Each Director, in consideration of his or her services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him or her in connection with the defense of, or advice concerning, any claim asserted or proceeding brought against the person by reason of his or her being or having been a Director of the Corporation, or by reason of any act or omission to act or omission to act as such Director, provided that he or she shall not have been derelict in the performance of his or her duty as to the matters or matter in respect of which the claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights or protections to which any Director may be entitled as a matter of law.

REGISTERED AGENT:

The name and address of the initial Registered Agent are as follows: Dudley Q. Sharp, Jr., Esquire, Burr & Forman LLP, 369 N. New York Avenue, third floor, Winter Park, Florida 32789.

BYLAWS:

Bylaws for this Corporation will be adopted hereafter by the Board of Directors. The Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, by the affirmative vote of a majority of the Directors, after no less than fifteen (15) days' prior written notice to all Directors.

CAPITAL STOCK AND SHARES OF STOCK:

The Corporation shall have no capital stock, and no shares of stock in the Corporation shall be issued. The Corporation does not contemplate the carrying on of a business trade, a vocation or profession for profit except in an incidental manner as provided by law, or the making or distributing of any pecuniary gains or profits to its members. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not, except to an insubstantial degree, conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under §501(c) of the Code and its regulations as in effect currently or as may hereafter be amended.

DISTRIBUTION OF ASSETS ON DISSOLUTION:

In the case of dissolution, the assets of this Corporation are to be used as follows:

1. To pay first out of the Corporation's current or accumulated income and then from its assets:
 - (a) All indebtedness of the Corporation.
 - (b) All expenses of liquidation.
2. To distribute any remaining or accumulated income and all other assets to an organization exempt from federal income taxation under §501 (c)(3) of the Code, as determined by the Corporation's Board of Directors ("Board"). Any assets not so disposed of shall be disposed

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of by the order of a court of competent jurisdiction located in the state in which the Corporation's principal office is then located.

RESTRICTION ON POLITICAL ACTIVITIES:

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

AMENDMENTS:

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Directors, after no less than fifteen (15) days' prior written notice to all Directors.

REGISTERED AGENT AND REGISTERED OFFICE:

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these Articles, the registered agent shall be Dudley Q. Sharp, Jr., Esquire and the registered office address this registered agent shall occupy is located at 369 North New York Ave., 3rd Floor, Winter Park, Florida 32789.

EFFECTIVE DATE:

The date of corporate existence shall be the date of the acknowledgment of these Articles provided they are filed with the Department of State within five (5) days of the date of acknowledgement, exclusive of legal holidays, and if not so filed, then the date of corporate existence shall be the date that is five (5) days prior to such filing.

[Signatures on following page]

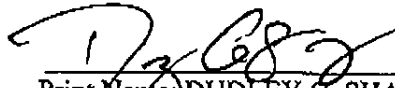
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These Articles of Incorporation are hereby executed by the Incorporator on this 8 day of August, 2011.

Incorporator:


Print Name: DUDLEY Q. SHARP, JR.

ACCEPTANCE OF REGISTERED AGENT:

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

REGISTERED AGENT:


Print name: DUDLEY Q. SHARP, JR.

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