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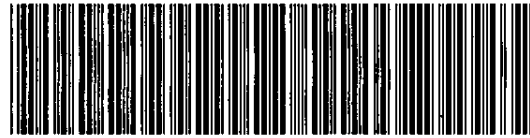
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for 8/16/11

COVER LETTER

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

SUBJECT: Spoon29 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: Yolanda N Davis
Name (Printed or typed)

PO Box 31274
Address

Charlotte, NC 28231
City, State & Zip

704-780-8350
Daytime Telephone number

Spoon29@TheY9Group.com
E-mail address: (to be used for future annual report notification)

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NOTE: Please provide the original and one copy of the articles.



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ARTICLES OF INCORPORATION
Spoon29 Foundation, Inc.

Article I: Name of Corporation

The name of the corporation shall be the **Spoon29 Foundation, Inc.**

Article II: Principal Address

The principal address of the corporation shall be **656 N Orange Ave. Suite #1122, Orlando, FL 32801.**

Article III: Purpose

Said corporation is organized exclusively for charitable and recreational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (herein the "Code") (or the corresponding provisions of any future United States Internal Revenue Code).

The purpose for which the corporation is organized is to create avenues for individuals to maximize their full potential in order to obtain their goals and dreams. The Foundation will partner with community organizations and schools to encourage youth empowerment through educational mentorship initiatives and recreational community endeavors. The Spoon29 Foundation, Inc. will also support charitable and relief efforts in Florida and nationally (i.e. Alabama, New York, etc.).

Article IV: Appointment of Directors

The directors of said corporation shall be elected or appointed to represent said corporation in a self-perpetuating format, with input for nominating new board members to be provided by a board committee. The full board will vote to elect any new board members, with a majority vote being required for confirmation of membership on the board of directors. Directors of said corporation shall be appointed for a two-year term with re-appointment contingent on a majority vote by the board of directors.

Article V: Directors

The names, address and titles of the Directors are:

Brian Witherspoon, President, Board of Directors
656 N Orange Ave., Suite #1122
Orlando, FL 32801



James Moore, Director
5358 Horton Ln.
Orlando, FL 32814

Ashlee Teamer, Director
2607 Haywood Dr.
Tallahassee, FL 32304

DaMario Ford, Director
800 Energy Center Blvd. Apt. 4007
Northport, AL 35473

Article VI: Registered Agent

The name and street address of the registered agent is:

Brian Witherspoon
656 N Orange Ave., Suite #1122
Orlando, FL 32801

Article VII: Incorporator

The name and address of the Incorporator is:

Yolanda N Davis
PO Box 31274
Charlotte, NC 28231

Article VIII: Prohibited Activities

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its members, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in these articles of incorporation. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of



these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article IX: Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine, or to federal, state, or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

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

Required Signature of Registered Agent

8/1/2011

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.

Required Signature of Incorporator

8/1/2011

Date