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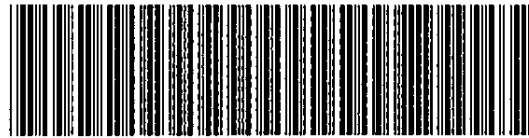
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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V/H

## COVER LETTER

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

SUBJECT: Cozy Cradle, 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: Lisa Holler  
Name (Printed or typed)

1035 Fox Hunt Dr.  
Address

Winter Haven, FL 33880  
City, State & Zip

863-860-3250  
Daytime Telephone number

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

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

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ARTICLES OF INCORPORATION

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OF

COZY CRADLE, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article 1. PRINCIPLE OFFICE**

Cozy Cradle, Inc.

3115 Morgan Combee Rd.

Lakeland, FL 33801

**Article 2. PURPOSE**

Section 1. The purposes or interests, of this corporation are:

- a. Cozy Cradle, Inc. is organized to be dedicated to provide less fortunate families in need with necessities and resources for their infants and young children through charitable contributions received.
- b. To provide essentials to established community based organizations for distribution to less fortunate families.
- c. To provide resources through established community based organizations for parenting support and educational referral.
- d. This corporation is formed exclusively for charitable and educational 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.
- e. 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.
- f. 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.
- g. 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.

### **Article 3. PURPOSED PROCEDURE FOR ELECTING OR APPOINTING DIRECTORS/OFFICERS**

Section 1. Board Elections. Election of new directors/officers or election of current directors/officers to an additional term will occur as the first item of business at the annual meeting of the corporation. Directors/officers will be elected by a majority vote of the current directors/officers.

Section 2. All Board members shall serve (3) three year terms, but are eligible for re-election.

### **Article 4. BOARD OF DIRECTORS**

Section 3. Officers and Duties. There shall be no more than (5) but not less than (3) officers of the Board consisting of President, Vice President, Secretary/Treasurer, Marketing Director, and Registered Agent. Their duties are as follows:

a. President. The President shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each meeting in the following order: Vice President, Secretary/Treasurer, Marketing Director, Registered Agent. He/She shall also, at the regular meetings and at such times as he/she deem proper, communicate matters to the Board of Directors as may, in his/her opinion, promote the welfare and increase the usefulness of this association.

b. Vice President. The Vice President will chair committees on special subjects as designated by the Board.

c. Secretary/Treasurer. The Secretary/Treasurer shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. He/She shall also assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. At the expiration of his term of office, the Secretary/Treasurer, shall render to the President all books, monies, and other property.

d. Marketing Director. The Marketing Director shall be responsible for overseeing advertising of the organization to the public and public relations.

e. Registered Agent. The Registered Agent will forward and receive any important legal documents, tax notices, or annual report forms from the State of Florida on behalf of the corporation.

Section 4. Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting.

These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

**Section 5. Resignation, Termination, and Absences.** Resignation from the Board must be received in writing by the Secretary. A Board member shall be dropped for excess absences from the board if he/she has three consecutive unexcused absences from the Board meetings. A Board member may be removed for other reasons by a two-thirds vote of the remaining directors.

**Section 6.** The elected offices of this corporation shall be the Board of Directors.

**Section 7.** 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.

**Section 8. Initial Board of Directors.**

Lisa Holler, President, 1035 Fox Hunt Dr., Winter Haven, FL 33880

Rebekah Roberts, Vice President, 875 W. Pierce St., Lake Alfred, FL 33850

Jennifer Abbey, Secretary/Treasurer, 1440 Timber Ridge Loop N., Lakeland, FL 33809

Rachel Archer, Marketing Director, 990 S. Charmil Ave., Lake Alfred, FL 33850

Allen Holler, Registered Agent, 1035 Fox Hunt Dr., Winter Haven, FL 33880

## **Article 5. 501(c)(3) LIMITATIONS**

**Section 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.

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

**Section 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.

## **Article 6. INITIAL REGISTERED AGENT AND STREET ADDRESS**

Section 1. Allen Holler  
1035 Fox Hunt Dr.  
Winter Haven, FL 33880

## **Article 7. INCORPORATORS**

Section 1. Lisa Holler  
1035 Fox Hunt Drive  
Winter Haven, FL 33880

## **Article 8. TAX EXEMPTION**

Section 1. Cozy Cradle, Inc. shall claim tax exemption under section 501(c)(3) of the IRS code and file Form 1023, Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code, for non-profit public charity organizations.

## **Article 9. INDEMNIFICATION**

Section 1. 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.

## **EXECUTION**

These Articles of Incorporation are hereby executed by the incorporator on this 12th day of September, 2011.

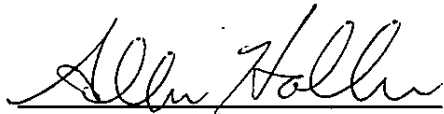


Lisa Holler

**REGISTERED AGENT'S**

**ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Cozy Cradle, Inc., a Florida not for profit corporation.



Date: 9-12-11

Allen Holler

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 OCT -6 PM 2:29

APPROVED  
AND  
FILED

*These Articles of Incorporation were approved at a meeting of the Board of Directors on September 12, 2011.*

*Officers in attendance:*

Lisa Holler, President

Rebekah Roberts, Vice President

Jennifer Abbey, Secretary/Treasurer

Rachel Archer, Marketing Director

Allen Holler, Registered Agent