

N11000009901

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

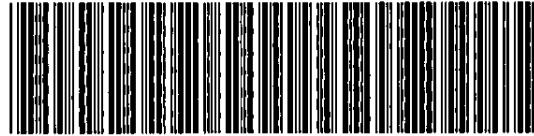
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900213095149

10/20/11--01003--008 \*\*78.75

RECEIVED  
11 OCT 20 AM 10:54  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
11 OCT 20 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRD  
10/20

ROBERT S. Hightower Atty  
Requester's Name

PO Box 4165  
Address

Tallahassee FL 850 222-3363.  
City/State/Zip Phone #

RECEIVED

11 OCT 20 AM 10:53

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. SPERANZA FOUNDATION, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☒ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF THE SPERANZA FOUNDATION, INC.  
(A Corporation Not for Profit)**

**FILED**  
11 OCT 20 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes for the formation of corporations not for profit, we, the undersigned, do hereby associate ourselves together as a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that objective we do hereby make, adopt and subscribe these Articles of Incorporation, to wit:

**I.**

**NAME OF CORPORATION**

The name of the Corporation shall be **SPERANZA FOUNDATION, INC.**

**II.**

**ADDRESS OF PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 7402 Ox Bow Circle, Tallahassee, Florida 32312.

**III.**

**PURPOSES**

The purposes for which the Corporation is formed are: Charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

The Corporation shall not engage in any business of a kind ordinarily carried on for profit and nothing in these Articles of Incorporation or in the Bylaws of the Corporation shall authorize the Corporation to, and the Corporation shall not, enter any transaction, carry on any activity, or engage in any business for pecuniary profit, and any income received by the Corporation shall be applied only to the nonprofit purposes and objectives of the Corporation set forth herein and no part thereof during membership or upon termination of membership shall inure to the benefit of any private member or individual.

**IV.**

**POWERS**

The Corporation shall have the power to acquire, own, maintain, and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation

shall have the additional powers specified in its Bylaws.

**V.**

**BOARD OF DIRECTORS**

The Corporation shall have a Board of Directors, the members of which shall be not less than three nor more than the number designated in the Bylaws. The number and method of election or appointment of the directors of the Corporation who shall serve following the terms of the initial directors of the Corporation shall be as stated in the Bylaws.

The number constituting the initial Board of Directors of the Corporation is four (4). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Mary Bernadette Kearney [Founding Director] 7402 Ox Bow Circle Tallahassee, Florida 32312	Scott P. Kearney [Family Line Director] 7402 Ox Bow Circle Tallahassee, Florida 32312
Michelle B. Kearney [Family Line Director] 7402 Ox Bow Circle Tallahassee, Florida 32312	Erica M. Kearney [Family Line Director] 7402 Ox Bow Circle Tallahassee, Florida 32312

**VI.**

**TERMS OF EXISTENCE**

The term for which this Corporation shall exist shall be perpetual unless dissolved according to law.

**VII.**

**DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **VIII.**

### **ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article III hereof.

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 or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles of Incorporation, 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 Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; and

B. shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

FILED

IX.  
BYLAWS

11 OCT 20 AM 11:12

The initial Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws of the Corporation may be amended, altered, or repealed and new Bylaws may be adopted as provided in the Bylaws of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

X.  
AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

XI.  
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation shall be located at 128 Salem Court, Tallahassee, Florida 32301 and the registered agent at such office shall be Robert S. Hightower.

XII.  
INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is Mary Bernadette Kearney, 7402 Ox Box Circle, Tallahassee, Florida 32312 (hereinafter called the "Incorporator").

IN WITNESS WHEREOF, the undersigned President and Incorporator has executed these Articles of Incorporation this 20 day of October, 2011.

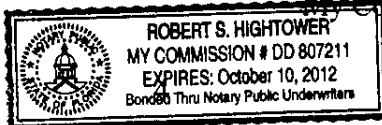
Mary Bernadette Kearney  
MARY BERNADETTE KEARNEY, President and  
Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me on this 20 day of October, 2011, by MARY BERNADETTE KEARNEY, who is personally known to me or who has produced \_\_\_\_\_ as identification.

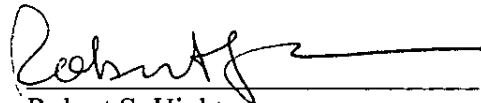
Robert S. Hightower  
NOTARY PUBLIC

My Commission Expires:



**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent.



Robert S. Hightower  
Registered Agent

**FILED**  
11 OCT 20 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA