

W11000011065

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Special Instructions to Filing Officer:

Office Use Only

2555-

W11000057558



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11/10/11--01022--013 \*\*78.75

FILED  
11 NOV 23 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 01/01/2012

WMD 11/30

## COVER LETTER

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

SUBJECT: Bags N' Stuff, 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: David T. Price  
Name (Printed or typed)

6401 Lyons Rd.  
Address

Coconut Creek, FL 33073  
City, State & Zip

954-426-6525  
Daytime Telephone number

E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 14, 2011

DAVID T. PRICE  
6401 LYONS ROAD  
COCONUT CREEK, FL 33073

SUBJECT: BAGS N' STUFF, INC.  
Ref. Number: W11000057558

We have received your document for BAGS N' STUFF, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 211A00025707

DAVID T. PRICE  
ATTORNEY AT LAW  
6401 LYONS ROAD  
COCONUT CREEK, FLORIDA 33073  
TELEPHONE (954) 426-6525  
FAX (954) 596-4021

RECEIVED  
11 NOV 23 AM 11:39  
DIVISION OF CORPORATIONS

November 21, 2011

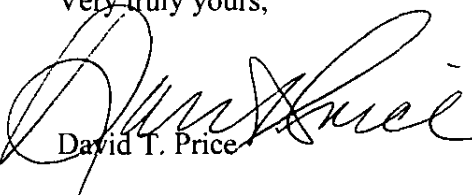
Claretha Golden  
Regulatory Specialist II  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Bags N' Stuff, Inc.  
Ref. Number: W11000057558  
Letter Number: 211A00025707

Dear Ms. Golden:

Thank you for your assistance in this matter. I have enclosed the Corporate Charter with the changes requested.

Very truly yours,

  
David T. Price

/db  
Encls.

**ARTICLES OF INCORPORATION**  
**BAGS N' STUFF, INC.**  
(A Corporation Not for Profit)

EFFECTIVE DATE 01/01/2012

The undersigned hereby submit the following Articles of Incorporation for the formation of a corporation not-for-profit in accordance with the laws in the State of Florida

**I**  
**NAME**

The name of the corporation shall be BAGS N' STUFF, INC. (The "Corporation").

**II**  
**ADDRESS**

The address of the principal office of the Corporation and the mailing address of the Corporation shall be 11601 NW 6<sup>th</sup> Place, Plantation, Florida, but the Corporation may maintain offices and transact business in other places within or without the State of Florida as may from time to time be designated by the Board of Directors. Furthermore, the Board of Directors may from time to time relocate the principal office of the Corporation.

**III**  
**PURPOSE**

This Corporation is organized and shall be operated exclusively for charitable purposes. The purpose of the Corporation shall be the collection of bags and other goods and materials donated to the Corporation and then distributed by the Corporation to deserving foster homes and to other recipients in need by the Corporation. The Corporation shall also engage in other charitable activities directed to the support of deserving families and individuals in need. The activities of the Corporation generally accorded or made available shall be for persons of any race, color, religion, national and ethnic origin and there shall be no discrimination on the basis of any race, color, religion, national and ethnic origin in the administration of its activities.

**IV**  
**MEMBERSHIP**

1. Members of the Corporation shall be limited to such persons who are sincerely interested in and committed to the purposes of the Corporation.

2. A candidate for membership must be proposed by a Member of the Corporation and seconded by at least two Members of the Corporation, in a letter addressed to the Secretary. Accompanying such letter shall be a resume of the candidate for membership. The acceptance of new Members of the Corporation into the Corporation shall be determined by a majority vote of the Members of the Corporation.

3. A quorum at meetings of Members of the Corporation shall consist of persons present, in person or by proxy, entitled to cast a majority of the votes of the entire membership. Each active Member of the Corporation shall be entitled to one vote in the overall management of the Corporation.

4. If any Member of the Corporation engages in any unprofessional action or conduct detrimental to the Corporation, the remaining Members of the Corporation shall have absolute discretion to expel or suspend such Member from the Corporation, without recourse.

5. The annual meeting of Members of the Corporation shall be held during the month of December of each year for the purpose of electing Directors and transacting any other business duly authorized to be transacted by the Members of the Corporation. Special meetings of Members of the Corporation shall be held whenever called by the President or Vice-President or by a majority of the Members of the Corporation. At meetings of membership, the membership shall select a Chairman to preside.

## V DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) and not more than fifteen (15) persons, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be elected by the Members of the Corporation. The Members of the Corporation may remove any and all of the Directors from the Board, with or without cause and at such time by the Members of the Corporation as they may determine, in their discretion.

The names and addresses of the individuals who shall serve as the initial directors of BAGS N' STUFF, INC. are as follows:

<u>Name</u>	<u>Address</u>
Adam Noel Azan	11601 NW 6 <sup>th</sup> Place Plantation, FL 33325
Alexander Raymond Azan	11601 NW 6 <sup>th</sup> Place Plantation, FL 33325
Stephanie Young-Azan	11601 NW 6 <sup>th</sup> Place Plantation, FL 33325

## VI REGISTERED AGENT

The name and address of the initial registered agent of BAGS N' STUFF, INC. is David T. Price, Esq., 6401 Lyons Road, Coconut Creek, Florida 33073.

## **VII** **INCORPORATOR**

The name and address of the incorporators of BAGS N' STUFF, INC. are:

Name David T. Price  
Address 6401 Lyons Road  
Coconut Creek, FL 33073

## **VIII** **OFFICERS**

The affairs of this Corporation shall be managed on a day-to-day basis by the officers in accordance with the Bylaws. The officers shall be appointed from time to time by the Board of Directors. Officers shall serve at the pleasure of the Board of Directors.

## **IX** **DISSOLUTION**

In the event of dissolution of BAGS N' STUFF, INC., the residual assets of the Corporation will be distributed to one or more other qualified organizations provided they are at the time exempt organizations described in Sections 501 (c) (3) and 509 (a) (1) or 509 (a) (2) of the Internal Revenue Code of 1986 or corresponding sections made prior or in the future to the Internal Revenue Code.

## **X** **DURATION**

The Corporation shall have perpetual existence.

## **XI** **BYLAWS**

The Bylaws of the Corporation shall be adopted, amended or rescinded by the Members of the Corporation in the manner provided by the Bylaws. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with law or with the Articles of Incorporation.

## **XII** **AMENDMENTS**

The Articles of Incorporation may be amended or repealed in whole or in part by a majority vote of the Members of the Corporation at a meeting of the Members of the Corporation or by a majority vote of the Directors of the Corporation at a meeting of the Directors. Notice of proposed

changes to the Articles of Incorporation shall be given to the Members or to the Directors of the Corporation together with the notice of the meeting.

### **XIII**

#### **CHARITABLE RESTRICTIONS AND LIMITATIONS**

1. No part of the net earnings of BAGS N' STUFF, INC. shall enure to the benefit of or be distributed to its governing Board of 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 payment and distribution in furtherance of the purposes set forth in Article III hereof.

2. The Corporation shall not attempt to influence legislation as a substantial part of its activities, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

3. It is intended that this Corporation shall have the status of a Corporation which is exempt from Federal income taxation under Section 501 (a) of the Internal Revenue Code, as an organization described in Section 501 (c) (3) of the Code, and described in section 509 (a) (3) of the Code. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly.

4. At no time shall the Board of Directors of the Corporation be constituted so as to be controlled directly or indirectly by one or more disqualified persons with respect to the Corporation (as defined in Section 4946 of the Code) other than "foundation managers" as defined by the Code.

### **XIV**

#### **UNRELATED BUSINESS ACTIVITY**

Notwithstanding any other provision of these Articles of Incorporation, BAGS N' STUFF, INC., shall not carry on any activities not permitted to be carried on by a corporation not for profit under the laws of the State of Florida and exempt from federal income tax under the provisions of Sections 501 (c) (3) of the Internal Revenue Code as amended or the corresponding provision of any future United States Internal Revenue Code provision or other activities which are prohibited to a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code as amended or the corresponding provision of any future United States Internal Revenue Code provision or other activities which are prohibited to a corporation.

### **XV**

#### **SUBSCRIBERS**

The names and addresses of the subscribers to these Articles are:



Name David T. Price

Address

6401 Lyons Road  
Coconut Creek, FL 33073

**XVI**  
**EFFECTIVE DATE**

Effective Date: The effective date for these Articles of Incorporation and the date when the corporation intends to transact business shall be January 1, 2012.

FILED  
11 NOV 23 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

11-21-11  
Date

David T. Price  
Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 21 day of November 2011 by DAVID T. PRICE, who is personally known to me or has produced as identification and who did/did not take an oath.

NOTARY PUBLIC-STATE OF FLORIDA  
Najat M. Levy  
Commission # DD857877  
Expires: MAR. 20, 2013  
BONDED THRU ATLANTIC BONDING CO., INC.

Najat M. Levy  
Notary

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at the place designated in paragraph VI of these Articles, I hereby accept said appointment and agree to act in this capacity and I agree to comply with the provisions of Chapter 48.091, Florida Statutes relative to keeping open said office.

By David T. Price  
David T. Price