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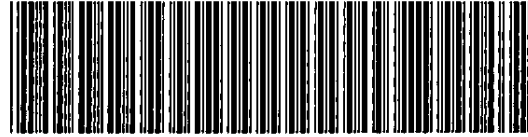
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W11-61613

## COVER LETTER

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

SUBJECT: Around the Clock Caring, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are 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 of  
Status  
**ADDITIONAL COPY REQUIRED**

FROM: J. Tom Smoot, III, P.A.

Name (Printed or typed)

1401 Lee Street, Suite A

Address

Fort Myers, FL 33901

City, State & Zip

239-337-7037

Daytime Telephone number

tom@tsmoot.com

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

December 8, 2011

J. TOM SMOOT, III, P.A.  
1401 LEE STREET, SUITE A  
FORT MYERS, FL 33901

SUBJECT: AROUND THE CLOCK CARING, INC.  
Ref. Number: W11000061613

We have received your document for AROUND THE CLOCK CARING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 245-6949.

Thomas Chang  
Regulatory Specialist II  
New Filing Section

Letter Number: 611A00027508

[www.sunbiz.org](http://www.sunbiz.org)

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION**  
**OF**  
**AROUND THE CLOCK CARING, INC.**

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation shall be **AROUND THE CLOCK CARING, INC.**

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

1140 Ceitus Terrace  
Cape Coral, FL 33991-1553

**ARTICLE III - PURPOSES**

The purposes for which the Corporation is organized are:

- (a) To help families rise out of homelessness and other short term crises by providing access to transitional residences, job search assistance, and other assistance.
- (b) To acquire single family residences to be used as transitional residences for families in crisis.
- (c) To solicit and receive funds, gifts, endowments, donations, grants, devises and bequests to be used by the Corporation in furtherance of the stated objectives.
- (d) To exercise all the powers enumerated in Chapter 617, Florida Statutes, and to transact any other lawful business for which the corporation may engage and which might be properly determined by the Board of Directors.

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This Corporation is organized exclusively for public purposes as a not-for-profit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, as amended, and its activities shall be conducted for such purposes in such manner that no part of its net earnings shall inure or be for the benefit of any member, director, officer or individual. In addition, the Corporation shall be authorized to exercise the powers permitted non-profit corporation under Chapter 617, Florida Statutes; provided, however, that the corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(a)(3) of the Internal Revenue Code, 1986, as amended.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c) of the Internal Revenue Code, 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise lobby the Florida Legislature or Congress, nor shall the Corporation participate in or intervene in (including the

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publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

#### **ARTICLE IV - MANNER OF ELECTION**

The manner in which the directors are elected or appointed will be stated in the bylaws.

#### **ARTICLE V - POWERS**

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

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## **ARTICLE VI – MEMBERS**

Members of the Corporation shall consist of:

(a) Individuals serving as Directors of the Corporation; such members shall be voting members of the Corporation.

(b) To become a voting member of the Corporation, an individual shall be elected to be a member of the Board of Directors of the Corporation. When an individual ceases to be a member of the Board of Directors, he shall cease to be a voting member of the Corporation until such time as he becomes a director or until such time as a majority of the Board of Directors votes to make the individual a voting member of the Corporation.

(c) In addition to voting members of the Corporation, the Corporation may have advisory members who shall be nonvoting members of the Corporation. All members of the Advisory Board of the Corporation shall be advisory members, and shall be elected by a majority vote of the voting members of the Corporation. Such nonvoting members of the Corporation may be removed as provided in the Bylaws.

## **ARTICLE VII – TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

## **ARTICLE VIII – OFFICERS AND DIRECTORS**

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Officer</u>
Derik Fay	President
Derik Fay	Secretary

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## **ARTICLE IX – FIRST BOARD OF DIRECTORS**

The number of persons constituting the first Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as director until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Derik Fay	7359 Heritage Palms Estates Drive Fort Myers, FL 33966
Jillian Ayers	7359 Heritage Palms Estates Drive Fort Myers, FL 33966
Stephen Fay	51 Lakeworth Ave Narragansett, RI, 02882

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## **ARTICLE X – BYLAWS**

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Members at the annual meeting of the Members or at a duly called meeting of the Members in accordance with the Bylaws.

## **ARTICLE XI – AMENDMENTS TO THE ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended in the manner provided by law.

## **ARTICLE XII – DISSOLUTION**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one (1) or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings,



current or accumulated, of the Corporation shall inure to the benefit of a private individual.

**ARTICLE XIII – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the Corporation, and the name and address for the initial registered agent of the Corporation shall be:

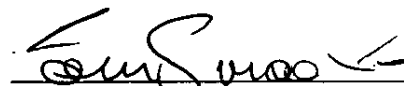
J. Tom Smoot, III  
1401 Lee Street, Suite A  
Fort Myers, FL 33901

**ARTICLE XIV – INCORPORATOR**

The following is the name and street address of the incorporator signing these Articles:

J. Tom Smoot, III  
1401 Lee Street, Suite A  
Fort Myers, FL 33901

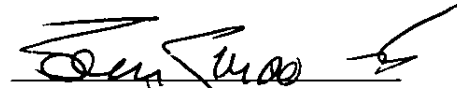
IN WITNESS WHEREOF, I have set my hand and seal this 13<sup>th</sup> day of December, 2011.

  
J. Tom Smoot, III

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent in the Articles of Incorporation of  
AROUND THE CLOCK CARING, INC., I hereby accept and agree to act in this  
capacity.

  
J. Tom Smoot, III

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