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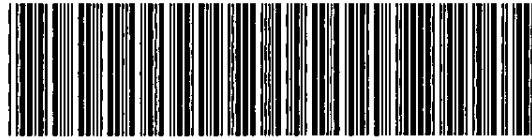
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TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: Coins For Katie, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

~~\$700~~
Filing Fee

~~\$875~~
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kathy Johnston
Name (Printed or typed)

1016 Lake Sherwood Drive
Address

Orlando, Florida 32818
City, State & Zip

407 467 2001
Daytime Telephone number

kmillersardogs@bellsouth.net ✓
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Coins for Katie, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address

1016 Lake Sherwood Dr

Orlando Florida

Mailing address, if different is: _____

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TALLAHASSEE, FLORIDA

ARTICLE III PURPOSE

A Foundation established to provide support, resources and education to families and survivors of Necrotizing Fasciitis.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed:

- A. The governing body shall consist of no fewer than 3 and no more than 9 board members.
- B. A president, vice president and secretary and treasurer shall be elected from the governing body.
- C. The President and Vice President shall serve two (2) year terms with the President's term beginning in odd years and the Vice President's term beginning in even years. For the purpose of initial organization the first President's term shall begin in April 2012. The Vice President's inaugural term shall also begin April 2012, but shall be for a period of 3 years in order to create the staggering of terms. Elections for President and Vice President shall be carried out as specified in **Article X** of these by-laws.
- D. The Board Members shall serve terms of 3 years, with 1/3 of the board elected or appointed each year.
- E. A Secretary and Treasurer shall be elected by the board membership with the secretary's term beginning in odd years and the treasurer's term in even years. For purposes of initial organization, the treasurer will serve three (3) years in the inaugural term. The Secretary and Treasurer positions may be combined and held by one person.
- F. A member of the Board may be removed, with cause by a majority vote of remaining board members.
- G. The Board shall consist of medical providers, attorneys, survivors, family members of survivors, accountants or others with interest, expertise or experience with Necrotizing Fasciitis.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Jessica Long President
Address: _____

Name and Title: _____
Address: _____

Name and Title: Teresa Campbell Vice President
Address: _____

Name and Title: _____
Address: _____

Name and Title: Kathy Johnston Secretary
Address: _____

Name and Title: _____
Address: _____

ARTICLE VI REGISTERED AGENT

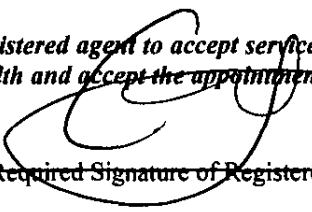
The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered agent is: Name: Christina M. Green
Address: 2129 Wild Tamarind Blvd.
Orlando, FL 32828.

ARTICLE VII INCORPORATOR

The **Name and address** of the Incorporator is: Name: Kathy Johnston
Address: 1016 Lake Sherwood Drive
Orlando, Florida 32818

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TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated 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

3/15/12

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

3/15/12

Date

Coins for Katie

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TALLAHASSEE, FLORIDA

Mission Statement:

Coins for Katie, Inc. -

A Foundation established to provide support, resources and education to families and survivors of Necrotizing Fasciitis.

ARTICLE I

This organization shall be known as "Coins for Katie, Inc., and is not- for -Profit Corporation under IRS 501(c) (3).

ARTICLE II

Purposes and Objectives

- A. Provide training, education and assistance without regard to age, race, ethnicity, religious beliefs or gender.
- B. Establish education programs aimed at increasing awareness about the prevention of, treatment for, and rehabilitation resulting from Necrotizing Fasciitis
- C. Promote, develop and coordinate awareness programs to better equip the general public to prevent, recognize, treat and survive Necrotizing Fasciitis.
- D. Conduct meetings and symposia in order to provide a public forum for promoting the prevention, recognition, treatments and survival strategies related to Necrotizing Fasciitis infections in Central Florida and the surrounding area.
- E. Represent public opinion on the issues related to Necrotizing Fasciitis through liaison with national, state and local medical agencies, providers, researchers and others.
- F. Establish and Maintain liaison with medical providers and research groups in general and with those providing hyperbaric treatments; manufacturers of hyperbaric equipment in order to promote the development and refinement of standards of care for the treatment of Necrotizing Fasciitis infections.
- G. Promote the formation of local support groups for families and survivors of Necrotizing Fasciitis infections by providing support in the form of guidance and materials on organizing and developing such units, educational materials and consulting services.

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ARTICLE III

Definitions

- A. The Board of Directors shall hereinafter be referred to as "Board".
- B. Coins for Katie, Inc. shall hereinafter be referred to as "Foundation".
- C. The President of the Board shall hereinafter be referred to as "President".

ARTICLE IV

Section 1: Board Members and Term of Office

- A. The governing body shall consist of 7-9 board members.
A president, vice president and secretary and treasurer shall be elected or appointed from the governing body.
- B. The President and Vice President shall serve two (2) year terms with the President's term beginning in odd years and the Vice President's term beginning in even years. For the purpose of initial organization the first President's term shall begin in April 1, 2012. The Vice President's inaugural term shall also begin April 1, 2012, but shall be for a period of 3 years in order to create the staggering of terms.
- C. The Board Members shall serve terms of 3 years, with 1/3 of the board elected or appointed each year.
- D. A Secretary and Treasury shall be elected by the board membership with the secretary's term beginning in odd years and the treasurer's term in even years. For purposes of initial organization, the treasurer will serve three (3) years in the inaugural term.
- E. A member of the Board may be removed, with cause by a majority vote of remaining board members.
- F. The Board shall consist of medical providers, attorneys, survivors, family members of survivors, accountants or others with interest, expertise or experience with Necrotizing Fasciitis.

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ARTICLE V

Committees

Section 1: General

- A. A committee shall consist of a minimum of three persons, one of whom shall be the chairperson.
- B. All chairpersons shall be appointed and can be removed by the Board.
- C. Committee chairpersons may choose the members of their committee from the membership.
- D. All committee chairpersons shall submit a report of their committee activities at called meetings.
- E. The Board as required may establish special committees.
- F. The Board form standing committees as needed.

Section 2: Standing Foundation Committees

- A. The Public Affairs Committees – The Foundation's Public Affairs Officer shall serve as Chairperson of this Committee. This Committee's responsibilities shall include but not be limited to the following:
 - 1. Be responsible for all promotion of the foundation.
 - 2. Be responsible for all publication and distribution of all pamphlets, flyers, periodicals, etc., and the local and state level.
 - 3. Act as Public information officer.
- B. Resources Committee – This committee's responsibilities shall include but not be limited to the following:
 - 1. Conduct all fundraising activities.
 - 2. Apply for grants or other financial contributions.
 - 3. The Foundation Treasurer will serve as the resources Committee Chair.
- C. Education Committee – The committee's responsibility will be to research, compile, draft and publish pieces to increase awareness of Necrotizing Fasciitis, provide resources to patients, family, and other interested parties regarding

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resources available for the prevention of, treatment for and recovery from Necrotizing Fasciitis infections; as well as any other publication, guide or other educational or informational product. The Chair of the Education Committee shall be appointed by the Board.

ARTICLE VI

Indemnification of Board Members, Officers & Agents

Section 1: Definitions

- A. Within this article, references to board members, officers and agents shall include past, present and future board members, council members, officers and agents whether or not so serving at the time of incurring the expenses or liabilities referred to herein.
1. **Board Members** shall include any individual to serve on the governing body of the Foundation and the Board, as a body.
 2. **Officers** shall include any individual to serve as an officer of the Foundation and any individual appointed or employed by the Foundation to serve in positions which, under the By-laws carry officer status.
 3. **Agents** shall include any person authorized by the Foundation to enter into agreements for and on behalf of the Foundation in the name of the Foundation. It shall also include any person authorized by the Foundation to express the official position of the Foundation or to render qualified advice and counsel on behalf of the Foundation.
- B. **Action**, unless otherwise specifically indicated, shall include any civil, criminal or administrative action, suit, proceeding or claim, threatened or pending, in which a Board member, Council member, officer or agent may be involved, as a party or otherwise, by reason of failing to serve as such Board Member, officer or agent, or by reason of anything done or omitted by such person as a Board Member, officer or agent to have been done so or omitted.

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- C. **Determination by Independent Legal Counsel** means a determination in the form of a written opinion addressed to the Board of Directors, by legal counsel, appointed pursuant to the By-laws of the Foundation, that indemnification of Board Members, officer or agent is proper in the circumstances because they have met the applicable standards of conduct set forth in this article.

Section 2: Indemnification

- A. Except to the extent prohibited by the applicable law, the Foundation shall indemnify each Board Member, officer or agent of the Foundation or such person serving in the name of the Foundation as an officer or another corporation, community organization, governmental commission, or governmental agency against any and all loss, cost, liability and expense which may be imposed upon or reasonably incurred by such person, including reasonable settlement payments, in connection with any action, if a disinterested majority of the Board of Directors not parties to the action, determines in good faith that such person was acting in good faith.
1. Within what one reasonably believed to the scope of one's authority and
 2. For the purpose which one reasonably believed to be in the best interests of the Foundation.
- B. In any matter in which a person seeking indemnification from the Foundation has been adjudged liable for negligence or misconduct in the performance of their duty, such indemnification shall be made only if and to the extent the court in which such action was brought, upon application, shall deem proper.
- C. If a majority of the Board is not disinterested and independent of the action, then independent legal counsel shall make the determinations necessary for indemnification.

Section 3: Appointment of Independent Legal Counsel

- A. The Director in consultation with the Board shall appoint such counsel in the event independent legal counsel is needed under this Article.

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- B. In the event the Director is party to the action, appointment shall be by a majority vote of those Directors not parties to the action, whether or not a quorum.

Section 4: Discretionary Insurance

- A. The Foundation may, by a majority vote of its Board, purchase commercial insurance for the benefit of a Board Member, officer or agent against all or any part of the expense, liability or settlement payment arising from actions against such person.
- B. That insurance may, but need not, be for the benefit of all Board Members, officers or agents.

Section 5: Liability for Determinations

The Foundation and its Board Members, officers and agents shall not be liable to anyone for making or refusing to make any payment under Section 2 of this Article in reliance on the written opinion of independent legal counsel.

Section 6: Other Rights:

The foregoing indemnification provisions shall be in addition and may be claimed without prejudice to any other rights, which any Board Member, officer or agent may have.

Section 7: Advance Payment of Expenses

Expenses incurred by a Board Members, officer or agent in defending an action may be paid by the Foundation in advance of a final disposition of the action if such person gives a written undertaking to repay the amount advanced if indemnification is withheld by the Foundation.

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ARTICLE VII

Procedures

Section 1: Parliamentary Procedure

The current edition of Roberts Rules of Order shall govern all parliamentary procedures.

Section 3: General Meetings

General meetings shall be held at such times and places as the President may prescribe.

ARTICLE VIII

Finances

The Fiscal Year of the Foundation shall be from June 1 to May 30.

Section 1: Funds

- A. As a not-for-profit corporation, the Foundation is authorized to raise operating funds by:
 - 1. Obtaining grants from foundations, private organizations, individuals or governmental agencies.
 - 2. Conducting meetings, conferences and symposia.
 - 3. Subscription for publications.
 - 4. Conducting educational courses.
 - 5. The sale of promotional items.
 - 6. The sale of permission to use the logo of the Foundation on approved items.
 - 7. To charge a registration fee for educational courses, conferences and symposium.
- B. The President of the Foundation, the Public Affairs Committee Chair or any member designated by them may make application to philanthropic

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organizations, corporations, agencies and groups of persons for grants or contributions of funds or property for carrying out general or specific purposes of the Foundation.

- C. Any member who receives a grant or contribution for this Foundation shall immediately notify the President of the Foundation, the Public Affairs Committee Chair. The Foundation except as approved by the Board, shall accept no grant or contribution that has contractual conditions. The terms of any such grant or contribution shall be set forth in writing and signed both on behalf of the Foundation and the donor.
- D. The administration of funds shall be as follows:
 - 1. Any grant or contribution to the Foundation shall be credited to its general fund unless, under the terms thereof, a special fund is prescribed. The budgeting, receipt, custody and disbursement of any such grant or contribution shall follow the procedure defined for general funds of the Foundation unless provided otherwise in the terms of the grant or contribution and agreed to by the Board.

Section 2: Budget

- A. There shall be a budget for each fiscal year to include all Foundation expected revenue from all sources and all expected expenditures.
 - 1. The budget shall be developed in the form, line accounts, and program accounts and submitted for board approval by October of every year.
 - 2. The budget shall show all reasonably expected revenue and expenditures. The revenue to include such confirmed fund balance from the previous Fiscal Year to be included as revenue source.
- B. Receipt of Revenue
 - 1. Cash donations or fees:
 - a. All cash received by the Foundation shall be recorded by the treasurer.

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- b. Receipts shall be issued for all cash received in accordance with all applicable IRS regulations by the treasurer.
 - c. Records shall be kept by the treasurer to include copies of receipts issued.
- 2. Donations of assets and in kind services:
 - a. All property real or otherwise, all in kind services shall be recorded by the treasurer at fair market value.
 - b. Receipts for all donated property or services shall be provided to the donor by the Foundation treasurer in accordance with all applicable IRS regulations.
 - c. Copies of all such receipts shall be maintained as part of the treasurer's permanent record.
 - d. Property shall be tagged with property control numbers.

ARTICLE IX

Business Office

- A. The Foundation shall maintain a business office to handle the day to day business of the Foundation.
- B. The business office shall be located at the place best suited for the interests of the Foundation as determined by the President and approved by the Board.
- C. The business office shall function under the authority of the President.
- D. Foundation files shall be kept in the business office.
- E. Should the Foundation require it, and Board approves, an Executive Director may be hired to run the day to day business of the Foundation.