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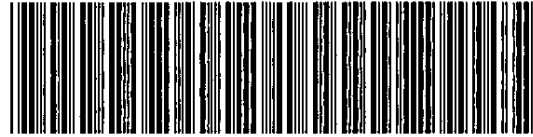
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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 1, 2012

TASHA MCCRAY WILLIAMS
1867 INDIAN RIVER DR
FLEMING ISLAND, FL 32003

SUBJECT: HANDS 2 YOU CHARITY FOUNDATION, INC.
Ref. Number: W12000030158

We have received your document for HANDS 2 YOU CHARITY FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

Please delete the amendment information from the last page.

Please return 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) 245-6052.

Pamela Smith
Regulatory Specialist II

Letter Number: 012A00015711

To : Pamela Smith

June 5, 2012

Filing Section

Division of Corporations

SUBJECT: Document# W12000030158 – Hands 2 You Charity Foundation, Inc

Dear Pamela Smith,

The enclosed Articles of Incorporation has been updated with the **dated signature of the Registered Agent accepting duties** and the **Amendment portion has been deleted from the back page**.

Please return all correspondence concerning this matter to the following:

Tasha McCray Williams

Hands 2 You Charity Foundation, Inc

1867 Indian River Drive

Fleming Island, FL 32003

For further information concerning this matter, please call:

Tasha McCray Williams at 904-713-7599

New Filing Section

Attn: Pamela Smith

Division of Corporations

P. O. Box 6327

Tallahassee, FL 32314

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Articles of Incorporation—Corporation organized for charitable purposes

Articles of Incorporation of Hands 2 You Charity Foundation, Inc., a Florida Not For Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

Article I

The name of the corporation is Hands 2 You Charity Foundation, Inc.

Corporate Office and Mailing Address

The street address of the principal office of the Corporation shall be:

1867 Indian River Dr.
Fleming Island, Florida 32003

The mailing address for the Corporation shall be:

1867 Indian River Dr.
Fleming Island, Florida 32003

Article II

The corporation shall have perpetual duration or specify a shorter duration, such as: duration from the date of filing of these articles.

Article III

The corporation is a not for profit corporation. The purposes for which the corporation is organized:

- (a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity and education, and for other charitable purposes, by the distribution of its funds for those purposes, and particularly for assisting the medically needy and elderly members of the community.
- (b) The general purposes for which this corporation is formed are to operate exclusively for charitable, and educational purposes, which will qualify it as an exempt organization, under 26 USCA § 501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.
- (c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.
- (d) Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those

that will qualify it as exempt organization under 26 USCA § 501(c)(3), including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable purposes designated by the board of directors which shall at the time qualifies as a tax-exempt organization under 26 USCA § 501(c)(3) or as that statute may be amended.

Article IV

Conflict of Interest Policy

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family;

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Procedures, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Annual Statements

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Use of Outside Experts

When conducting the periodic reviews as provided for in previous section, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article V

The street address of the initial registered office of the corporation is 1867 Indian River Drive City of Fleming Island, County of Clay, State of Florida. The name of its initial registered agent at that address is Tasha McCray Williams.

I Tasha McCray Williams 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Tasha McCray Williams June 4, 2012
Tasha McCray Williams Date

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be 6 ; provided, however, that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

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The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on , June 11th, 2012 at 3:45PM, at 1867 Indian River Dr Fleming Island, Florida 32003, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of 2 years until the next annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 1867 Indian River Dr Fleming Island, Florida 32003, on the first Monday in July of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

Article VII

The names and residential addresses of the persons who are to serve as the initial directors are:

Initial Directors (Trustees) And/ or Officers

Chief Executive Officer

Tasha McCray Williams
1867 Indian River Dr.
Fleming Island, Florida 32003

President

Tasha McCray Williams
1867 Indian River Dr.
Fleming Island, Florida 32003

Vice President

Shauntavia A. Hughes
5620 Collins Rd Unit 914
Jacksonville, Florida 32244

Secretary

Jasmynne Gardner
49 College St. #27
Orange Park, Fl 32065

Treasurer

Ruby L. French
1317 W. Cypress St.
Tampa, Florida 33606

Director / Trustee

Donald Williams, Jr.
2373 Kirkwall St.
Orange Park, Florida 32065

Article VIII

The board of directors shall elect the following officers: 1,2,3,4,5,6 and any other officers, which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

1. Chief Executive Officer

Tasha McCray Williams
1867 Indian River Dr.
Fleming Island, Florida 32003

2. President

Tasha McCray Williams
1867 Indian River Dr.
Fleming Island, Florida 32003

3. Vice President

Shauntavia A. Hughes – Daughter of CEO
5620 Collins Rd Unit 914
Jacksonville, Florida 32244

4. Secretary

Jasmyne Gardner – Daughter of CEO
49 College St. #27
Orange Park, Fl 32065

5. Treasurer

Ruby L. French – Mother of CEO
1317 W. Cypress St.
Tampa, Florida 33606

6. Director / Trustee
Donald Williams, Jr. – Son of CEO
2373 Kirkwall St.
Orange Park, Florida 32065

Article IX

Private foundation – Provision-Article required to qualify foundation for Federal Income Tax Exemption.

1. The corporation will distribute its income for each tax year at such a time and in such a manner as not to become subject to the tax on undistributed income imposed by 26 USCA § 4942, or the corresponding section of any future federal tax code.
2. The corporation will not engage in any act of self-dealing as defined in 26 USCA § 4941(d), or the corresponding section of any future federal tax code.
3. The corporation will not retain any excess business holdings as defined in 26 USCA § 4943(c), or the corresponding section of any future federal tax code.
4. The corporation will not make any investments in such manner as to subject it to tax under 26 USCA § 4944, or the corresponding section of any future federal tax code.
5. The corporation will not make any taxable expenditures as defined in 26 USCA § 4945(d), or the corresponding section of any future federal revenue code.

Article X

The property of the corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article XI

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision of payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under 26 USCA § 501(c)(3), or corresponding provisions of any subsequent federal tax laws.

Article XII

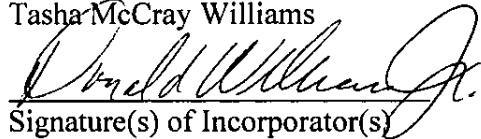
Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these articles of incorporation of Hands 2 You Charity Foundation, Inc.



Signature(s) of Incorporator(s)

Tasha McCray Williams



Signature(s) of Incorporator(s)

Donald Williams, Jr.

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