

N120000007568

(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



800240174878

10/01/12--01028--023 **43.75

RECEIVED
DIVISION OF CORPORATE AFFAIRS
12 OCT 15 AM 8:20

Amended / cc
Restated
@ 1a 10/15/12

**First Nesters, Inc.
3111 W. Morrison Ave.
Tampa, FL 33629**

September 25, 2012

Enclosed are an executed original and one copy of the Amended & Restated Articles of Incorporation for First Nesters, Inc. adopted on 9/1/12 by unanimous vote of the Board of Directors.

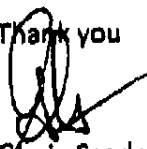
A check is also enclosed for \$43.75 for the filing of these Amended Articles and the return of a certified copy.

This copy should be mailed to:

**First Nester, Inc.
Attention: Gloria Scarle
3111 W. Morrison Ave.
Tampa, FL 33629**

If there are any questions I can be contacted at (813) 839-5811.

Thank you


**Gloria Scarle
Registered Agent/Treasurer
First Nesters, Inc.**



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 3, 2012

FIRST NESTERS, INC.
% GLORIA SCARLE
3111 W. MORRISON AVE.
TAMPA, FL 33629

SUBJECT: FIRST NESTERS, INC.
Ref. Number: N12000007568

We have received your document for FIRST NESTERS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 512A00024539

RECEIVED
DIVISION OF CORPORATE
12 OCT 15 AM 8:20

**CERTIFICATE
VERIFYING THE ADOPTION OF THE
AMENDED & RESTATED
ARTICLES OF INCORPORATION OF
FIRST NESTERS INC.**

A special meeting was held by the Board of Directors on September 1, 2012 to vote on the attached Amended & Restated Articles of Incorporation for First Nesters Inc.

The restatement was adopted by the Board of Directors and does not contain any amendments requiring member approval – First Nesters, Inc. has no members.

The Board voted unanimously to adopt the attached Amended & Restated Articles of Incorporation for First Nesters Inc.

The Amended & Restated Articles of Incorporation for First Nesters Inc. were adopted and an original is to be sent to the Florida Department of State.



Gloria Scarle, Registered Agent/Treasurer

10/15/12
Date

**AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
FIRST NESTERS, INC.**

RECEIVED
DIVISION OF CORPORATIONS
12 OCT 15 AM 8:28

The undersigned subscriber to these Amended & Restated Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes. These Amended & Restated Articles of Incorporation were adopted on September 1, 2012 by unanimous vote of the Board of Directors listed in Article VII.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the corporation created hereby (the "Corporation") shall be: **FIRST NESTERS, INC.** The initial principal office of the Corporation shall be located at 3111 W. Morrison Ave., Tampa, FL 33629, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time. The initial mailing address of the Corporation shall be 3111 W. Morrison Ave., Tampa, FL 33629, but the Corporation shall have the power to change its mailing address to an address within or without the State of Florida.

ARTICLE II

PURPOSES

The Corporation is organized exclusively to provide religious, charitable, and educational services to youth, children and families as described in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended and all future reenactments thereof (the "Code") The Corporation intends that it shall have and continue to have the status of a corporation which is exempt from federal income taxation under the Code as an organization described in Section 501(c)(3) thereof.

ARTICLE III

POWERS

The Corporation shall possess all powers allowed by law, including but not limited to, the powers hereinafter described.

(a) To exercise all rights and powers conferred by laws of the State of Florida applicable to corporations of this character, including but not limited to the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal, and proceeds of any such

property.

(b) To purchase, invest, acquire, own, hold, reinvest, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, invest, acquire, own, hold, reinvest, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership;

(c) To receive assistance, money, real or personal property and any other form of contributions from any person, firm or corporation, or any organization, ministry, or church, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular and irregular contributions to the Corporation for its objects and purposes;

(d) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors of the Corporation;

(e) To use or distribute, in the manner, form and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions received by it in the furtherance of its stated purposes, in a manner that assures that money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes;

(f) To contract and be contracted with and to sue and be sued;

(g) To invest and reinvest surplus funds in such securities and properties as the Board of Directors of the Corporation may from time to time determine;

(h) To apply the whole or any part of the income and principal of the Corporation exclusively for purposes related to the Christian faith, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor laws or regulations (collectively, the "Internal Revenue Code");

(i) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to, the powers described in Chapter 617 of the Florida Statutes; and

(j) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary.

The enumeration of the foregoing shall not be held to limit or restrict in any manner the general powers of the Corporation. The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the religious purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(3) of the

Internal Revenue Code.

ARTICLE IV

DURATION AND EXISTENCE

The existence of the Corporation shall begin on August 1, 2012, and thereafter the existence of the Corporation shall be perpetual.

ARTICLE V

SUBSCRIBER

The name and address of the subscriber is: Gloria Scarle
3111 W. Morrison Ave.
Tampa, FL 33629

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be conducted by a President, a Treasurer, and a Secretary, and such other officers designated and authorized by the Board of Directors.

The election of such officers, as well as the fixing of the time and place for holding special and annual meetings, shall be as provided in the bylaws of the Corporation.

ARTICLE VII

DIRECTORS

The Corporation shall be governed by a Board of Directors. The number of directors serving on the Board of Directors, the election or appointment of directors, and the fixing of the time and place for holding special and annual meetings shall be as provided in the bylaws of the Corporation.

The initial directors shall be:

Debra Jo Alexander
1455 Harbour Walk Rd.
Tampa, FL 33602

Jane Ford
2602 S. Dundee St.
Tampa, FL 33629

Donna Heider
3919 Granada St.
Tampa, FL 33629

Suzanne Moss
3209 Parkland Blvd.
Tampa, FL 33609

Karen Rooks
One Barbados Ave., Unit 2-D
Tampa, FL 33606

Gloria Scarle
P O Box 13309
Tampa, FL 33681

Melissa Scarle
3605 S. Hubert Ave.
Tampa, FL 33629

Tammy Snyder
3507 Bayshore Blvd., Unit 1501
Tampa, FL 33629

Alana Williams
3405 Timberlake Lane
Winston-Salem, NC 27106

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at any time by a resolution adopted by the majority vote of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the directors then serving on the Board of Directors in accordance with the provisions of the by-laws of the Corporation. Notwithstanding the foregoing, any amendment or amendments shall be consistent with the purposes for which the Corporation was created.

ARTICLE IX

CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private person; no part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds for the express purposes stated in Article II. All such income and all such assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509 of the Internal Revenue Code during any period, the Corporation, during such period:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not

conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE X

DISPOSITION OF ASSETS


In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code as are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent and the initial registered office for the Corporation are as follows:
Gloria Scarle, 3111 W. Morrison Ave., Tampa, FL 33629

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 1st day of August, 2012, for the uses and purposes therein stated.



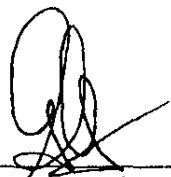
Gloria Scarle, Registered Agent/Treasurer

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR
FIRST NESTERS, INC.**

Pursuant to Chapter 617 of the Florida Statutes, **FIRST NESTERS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, hereby designates Gloria Scarle, 3111 W. Morrison Ave., Tampa, FL 33629, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for **FIRST NESTERS, INC.**, at the place designated above, I hereby consent to act in this capacity, and hereby agree to comply with the laws of the State of Florida relative to said office.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Gloria Scarle, Registered Agent/Treasurer