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COVER LETTER

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

SUBJECT: TOP BUTTONS, 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: WILLIAM T. LINK, ESQ.
Name (Printed or typed)

1828 SOUTH FLORIDA AVE.
Address

LAKELAND, FL 33803
City, State & Zip

853.687.1771
Daytime Telephone number

WILL@POLKLAWYER.COM
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
TOP BUTTONS, INC.
(Florida Not for Profit Corporation)

ARTICLE I
NAME

The name of the corporation shall be Top Buttons, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal office of the corporation shall be 256 North Kentucky Avenue, Suite 105, Lakeland, Florida 33801.

ARTICLE III
DURATION

The corporation shall have a perpetual existence until dissolved in accordance with these Articles.

ARTICLE IV
PURPOSE

Top Buttons, Inc. is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code ("Code"), or corresponding section of any future federal tax code. More specifically, the foundation was organized for the following purposes, none of which shall be construed to conflict with the preceding sentence:

(a) To assist and engage in all activities which serve purposes permitted under the Florida Not for Profit Corporation Act ("Act"), as amended, and which are permitted to be carried out by an organization exempt from federal taxation under the Code and the regulations promulgated thereunder ("Regulations") or by an organization eligible to receive contributions deductible under Sec. 170(c)(2) of the Code and the Regulations, or the corresponding provisions of any subsequent federal tax laws.

(b) To assist needy persons, particularly young women, understand the importance of modesty, femininity and individuality by being a reputable source for young women seeking organizations and resources on the subjects of self-respect, inner beauty, and Christ-honoring behavior.

(c) To work with religious organizations, community service groups, and educational institutions to teach young women how to dress modestly as well as work with

ARTICLES OF INCORPORATION
TOP BUTTONS, INC.

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11:2 NOV -5 PM 1:50

community service groups to provide "modesty shopping sprees" and other educational and charitable opportunities to nominated underprivileged young women.

(d) To solicit, collect and otherwise raise money to fund aims and goals of the corporation which are exclusively charitable and within the meaning of Sec. 501(c)(3) of the Code and Regulations, or corresponding provisions of any subsequent federal tax laws.

(e) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its officers, directors or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE V
MANNER OF ELECTION

The authorized number, qualification and manner of election and appointment of members of the Board of Directors and Officers of this corporation shall be set forth in the By-Laws of this corporations. Initially there shall be five (5) directors.

ARTICLE VI
INITIAL OFFICERS AND DIRECTORS

Sarah Powers
President, Treasurer, and Director
2014 Count Court
Lakeland, Florida

Katie Deloach
Director
1426 Newport Avenue
Lakeland, Florida 33803

Anastasia Jones
Vice President, Secretary, Director
1000 Longfellow Boulevard #2221
Lakeland, Florida 33813

Aimee Reed
Director
435 Osprey Landing Way
Lakeland, Florida 33813

Abby Rodda
Director
3134 Legends Circle
Lakeland, Florida 33803

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ARTICLE VII
CORPORATE POWERS

The corporate powers of this corporation shall be as provided in the Act.

ARTICLE VIII
REGISTERED AGENT

The name and Florida street address of the registered agent is William T. Link, Esq., 1828 S. Florida Ave., Lakeland, FL 33803.

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.

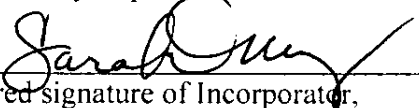

Required signature of Registered Agent

10/31/2012
Date

ARTICLE IX
INCORPORATOR

The name and Florida street address of the incorporator is Sarah Powers.

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 Sec. 817.155, Florida Statutes.


Required signature of Incorporator,
Sarah Powers

10/31/12
Date

ARTICLE X
NOT FOR PROFIT

This corporation is organized pursuant to the Florida Not For Profit Act. This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized for non-profit purposes; no part of any net earnings or assets thereof shall inure to the benefit of any members or any other individual.

ARTICLE XI
DISSOLUTION

In the event of the dissolution of this corporation, after paying or adequately providing for the debts or obligations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this

ARTICLES OF INCORPORATION
TOP BUTTONS, INC.

corporation, to be used exclusively for one or more exempt purposes within the meaning of Sec. 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose; or to a corporation, trust or community chest fund of the corporation which is (a) created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory or the District of Columbia; (b) organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals; (c) no part of the net earnings of which inures to the benefit of any private shareholder or individual; and (d) no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation. No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the Code, and which is recognized as such by the Internal Revenue Service. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Polk County, Florida, or other county where the principal office of the corporation is then located, to be used exclusively for such purposes or distributed to such organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be the date of filing.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Lakeland, Florida, on this 31 day of October 2012.

INCORPORATOR



Sarah Powers

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