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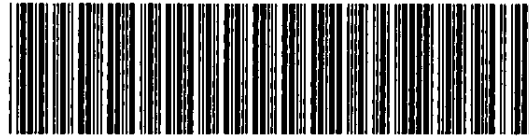
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TALLAHASSEE, FLORIDA

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PATRICK A. TRABER
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† BOARD CERTIFIED, MARITAL
& FAMILY LAW
♦ FLORIDA SUPREME COURT
CERTIFIED FAMILY MEDIATOR
†† CERTIFIED STATE & FEDERAL
MEDIATOR
♦♦ BOARD CERTIFIED, HEALTH LAW

ALLEN DELL
— ATTORNEYS AT LAW —

202 S. ROME AVENUE
SUITE 100
TAMPA, FLORIDA 33606

Telephone (813) 223-5351
Main Facsimile (813) 229-6682
Family Law Facsimile (813) 769-3954

ESTABLISHED 1925

A PROFESSIONAL
ASSOCIATION

OF COUNSEL
YVETTE F. RHODES, P.A.

WRITER'S EMAIL:
agold@allendell.com

Sent via Federal Express

December 7, 2012

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301
850/245-6052

Re: Proverbs 14:31 Charitable Foundation, Inc.
Our File No.: 3818.0000

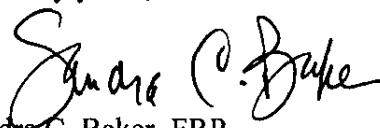
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Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for a Florida not-for-profit. Please file these as soon as possible and send us confirmation. Enclosed is our firm \$87.50 filing fee check for filing fee, designation of Registered Agent, one certified copy and a certificate of status. Thank you for your assistance.

Sincerely yours,


Sandra C. Baker, FRP
Legal Assistant to
Aaron J. Gold, Esquire

Scb/s
Enclosures

ARTICLES OF INCORPORATION
OF
PROVERBS 14:31 CHARITABLE FOUNDATION, INC.

(A Corporation Not-For-Profit)

The undersigned natural person of legal age, acting as incorporator for the purpose of creating a corporation not-for-profit under the laws of the State of Florida, as provided in Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be:

PROVERBS 14:31 CHARITABLE FOUNDATION, INC.

ARTICLE II
PRINCIPAL OFFICE

The street address of the principal office of this corporation and the mailing address of this corporation is 1550 Ridge Top Drive, Tarpon Springs, Florida 34688.

ARTICLE III
DURATION

The corporation shall have perpetual existence.

ARTICLE IV
PURPOSES

This corporation is organized exclusively for charitable, religious, education, 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V
POWERS AND RESTRICTIONS

This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

(a) No part of the net earning of the corporation shall inure to the benefit of, or be distributable to any members, trustees, directors, officers, 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 in Article IV hereof. 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under

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Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent federal tax laws.

(b) No member, trustee, director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon 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 exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction, as provided by law, 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 or operated exclusively for such purposes.

(c) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VI **NO MEMBERS**

(a) This corporation shall be organized on a nonstock basis and shall not issue shares of stock.

(b) This corporation shall have no members and shall not issue member certificates

ARTICLE VII **BOARD OF DIRECTORS**

Control of the affairs of the corporation shall initially be vested in the Board of Directors consisting of not less than two (2) Trustees, who shall be elected on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The Directors shall have the sole voting power and control of the corporation.

The number of Directors may be, as provided in the Bylaws, increased or decreased, but shall never be less than two (2) Directors. The Board of Directors shall be a self-perpetuating body and new Directors shall be elected by ongoing Directors at their annual meeting. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board, whether or not then a quorum. Any member of the Board of Directors elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting of the Board of Directors. The Board of Directors may be organized into one (1) or more separate categories of Directors as provided in the Bylaws. The names and addresses of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

Douglas M. Price
1550 Ridge Top Drive
Tarpon Springs, FL 34688

Robin C. Price
1550 Ridge Top Drive
Tarpon Springs, FL 34688

ARTICLE VIII INFORMAL ACTION

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE IX BYLAWS

The Board of Directors shall make, and shall have the power to amend or repeal, the Bylaws of the corporation.

ARTICLE X REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be 202 S. Rome Avenue, Suite 100, Tampa, Florida, in care of Aaron J. Gold, Esquire.

The registered agent shall be:

Aaron J. Gold, Esquire
Allen Dell, P.A.
202 S. Rome Avenue, Suite 100
Tampa, Florida 33606
Agold@allendell.com

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by laws.

ARTICLE XI AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Board of Directors and such amendments may be proposed and adopted in the manner provided in the Bylaws.

ARTICLE XII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation are Aaron J. Gold, Esquire, Allen Dell, P.A., 202 S. Rome Avenue, Suite 100, Tampa, Florida 33606.

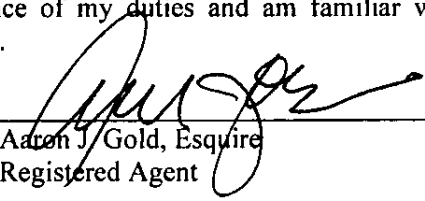
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 7th day of December, 2012.



Aaron J. Gold, Esquire

ACCEPTANCE AND ACKNOWLEDGMENT

I hereby agree to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 617.0501, Florida Statutes.



Aaron J. Gold, Esquire
Registered Agent

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