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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

The Foolproof Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE FOOLPROOF FOUNDATION, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be The Foolproof Foundation, Inc. (the "Corporation"), a Florida not for profit corporation.

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized shall be limited to those which are strictly charitable and/or educational. The Corporation shall promote financial literacy and the importance thereof to low-income individuals of all ages through community outreach programs, educational seminars, parent/educator training, public awareness campaigns, strategic partnerships, scholastic workshops, publishing educational materials, and assembling discussion groups. The Corporation shall teach essential concepts and techniques related to earning, saving, investing, donating and managing financial resources in order to help low-income individuals make informed and effective decisions regarding financial resources and shall emphasize to them the importance of fiscal responsibility and proper financial planning.

In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

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ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit Corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

This Corporation shall have no members.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing on the filing of these Articles with the Florida Department of State.

ARTICLE VI - DIRECTORS AND OFFICERS

The affairs of the Corporation shall be managed by the Board of Directors consisting of not less than three (3) persons. The number of directors and the manner of their election shall be set forth in the Bylaws of this Corporation.

The officers of the Corporation shall consist of a President, Vice President, Treasurer and Secretary and such other officers as provided in the Bylaws. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII - BYLAWS

The Bylaws of the Corporation shall be adopted, altered, amended and rescinded by a majority vote of the Board of Directors at a meeting of the Directors duly called and held in accordance with the Bylaws.

ARTICLE VIII - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Board of Directors, by majority vote, at a meeting of the Directors duly called and held in accordance with the Bylaws.

ARTICLE IX - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed for one or more exempt purposes to, and only to, (i) any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder, or (ii) the federal government or to a state or local government for public purposes. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located, exclusively for the purposes described herein, to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be:

1795 W. Nasa Boulevard
Melbourne, Florida 32901

The name of the initial registered agent of this Corporation shall be:

Bradley F. White, Esq.

ARTICLE VIII - CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office and mailing address of this Corporation shall be:

516 Delannoy Avenue
Cocoa, Florida 32922

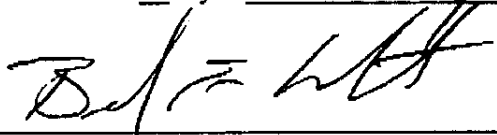
ARTICLE IXI - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

Bradley F. White, Esq.
1795 W. Nasa Boulevard
Melbourne, Florida 32901

[Signature Page to Follow]

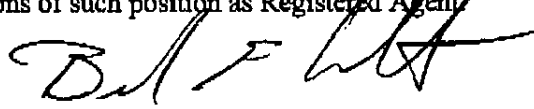
IN WITNESS WHEREOF, I have set my hand and seal this 31st day of January,
2013.



Bradley F. White, Esq.

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.



Bradley F. White, Esq.

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