

W13000003649

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13 APR 12 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W13-12429



SHEPPARD, BRETT, STEWART, HERSCH, KINSEY & HILL, P.A.

ATTORNEYS AT LAW
FIRM ESTABLISHED 1924

JAY ANDREW BRETT
JOHN F. STEWART +
CRAIG R. HERSCH **
D. HUGH KINSEY, JR.
MICHAEL B. HILL*
BLAKE P. HAMPTON

9100 COLLEGE POINTE COURT
FORT MYERS, FLORIDA 33919
(239) 334 - 1141 PHONE
(239) 334 - 3965 FAX

ELECTRONIC MAIL:

brett@sbshlaw.com
stewart@sbshlaw.com
hersch@sbshlaw.com
kinsey@sbshlaw.com
hill@sbshlaw.com
hampton@sbshlaw.com

OF COUNSEL
JOHN W. SHEPPARD

www.sbshlaw.com

* BOARD CERTIFIED WILLS, TRUSTS & ESTATES
** BOARD CERTIFIED EMERITUS: WILL, TRUSTS & ESTATES
^ CERTIFIED PUBLIC ACCOUNTANT (FL)
+ ALSO ADMITTED IN IOWA

JOHN K. WOOLSLAIR (1908-1968)
W.A. SHEPPARD (1898-1971)

February 19, 2013

Department of State
Division of Corporations
Clifton Building, Bldg. L
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Human Milk Bank of Southwest Florida, Inc.

Dear Sirs:

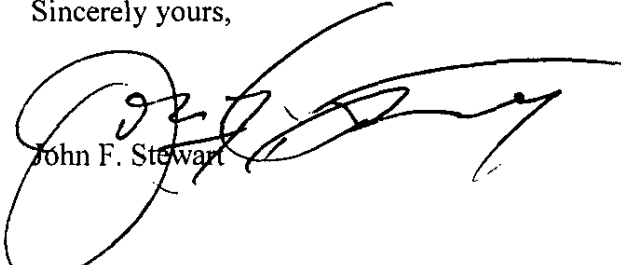
Enclosed herewith are proposed Articles of Incorporation in reference to the captioned limited liability company. Also enclosed is our check in the amount of \$125.00 to cover the following:

Filing Fee	\$ 100.00
Resident Agent Fee	\$ 25.00
	<u>\$ 125.00</u>

If the Articles of Organization meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Organization.

John F. Stewart, Esquire
The Sheppard Law Firm
9100 College Pointe Ct.
Fort Myers, FL 33919

Sincerely yours,


John F. Stewart

JFS/bls
Enclosure
A-6410

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13 APR 12 PM 3:59
DEPT OF STATE
TALLAHASSEE, FLORIDA



SHEPPARD, BRETT, STEWART, HERSCH, KINSEY & HILL, P.A.

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OF COUNSEL
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+ ALSO ADMITTED IN IOWA

April 5, 2013

Department of State
Division of Corporations
Clifton Building, Bldg. L
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Human Milk Bank of Southwest Florida, Inc.

Dear Sirs:

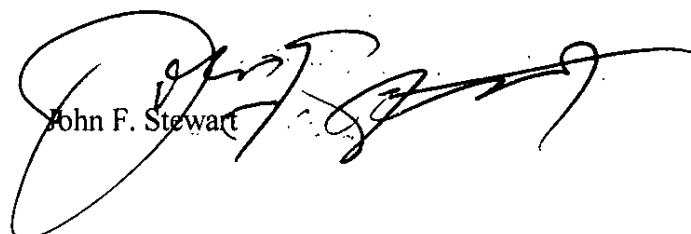
Accompanying this letter, please find the following documents:

1. Original Articles of Incorporation for filing with the Florida Dept of State.
2. Your letter to our law firm with the number of 013A00004973.
3. Copy of a letter from Florida Office of Financial Regulation to our law firm.

If the Articles of Organization meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Organization.

John F. Stewart, Esquire
The Sheppard Law Firm
9100 College Pointe Ct.
Fort Myers, FL 33919

Sincerely yours,



John F. Stewart

JFS: yp
Enclosures
A-6410



RECEIVED

13 APR 12 PM 2:08

FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 1, 2013

JOHN F STEWART, ESQ.
THE SHEPPARD LAW FIRM
9100 COLLEGE POINTE CT.
FORT MYERS, FL 33919

SUBJECT: HUMAN MILK BANK OF SOUTHWEST FLORIDA, INC.
Ref. Number: W13000012429

We have received your document for HUMAN MILK BANK OF SOUTHWEST FLORIDA, INC. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and the approval letter to the Division of Corporations for filing. The Office of Financial Institutions' phone number is 850-410-9800.

Please return the corrected original and one copy of 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.

Becky McKnight
Regulatory Specialist II Supervisor
New Filing Section

Letter Number: 013A00004973



DREW J. BREAKSPEAR
COMMISSIONER

STREET ADDRESS: 101 East Gaines Street, Suite 636 • PHONE (850) 410-9800 • FAX (850) 410-9548
MAILING ADDRESS: Division of Financial Institutions, 200 East Gaines Street, Tallahassee, FL 32399-0371
Visit us on the web: WWW.ITSYOURMONEYFLORIDA.COM • 850-487-9687

March 29, 2013

Mr. John F. Stewart
9100 College Point Court
Ft. Myers, FL 33919

Re: Human Milk Bank of Southwest Florida, Inc.

Dear Mr. Stewart:

Thank you for your recent correspondence requesting approval for use of the above-referenced name.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Robert D. Hayes
Interim Director

RDH:bk

cc: Brenda Tadlock, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

ARTICLES OF INCORPORATION
OF
HUMAN MILK BANK OF SOUTHWEST FLORIDA, INC.
A Florida Not-For-Profit Corporation

FILED
13 APR 12 PM 3:59
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF FLORIDA

The undersigned hereby associate themselves for the purpose of forming a not-for-profit corporation pursuant to the provisions of Chapter 617, Florida Statutes, as amended, the "Florida Not For Profit Corporation Act" ("Act"), and hereby certify as follows:

ARTICLE ONE

The name of the Corporation shall be: HUMAN MILK BANK OF SOUTHWEST FLORIDA, INC.

ARTICLE TWO

The period of duration of the Corporation shall be perpetual.

ARTICLE THREE

3.1 - The purposes for which the Corporation is established are to establish and maintain a human milk bank to benefit the infants of Southwest Florida. All of the activities of the Corporation shall be substantially for the non-profitable purposes of its members and no part of net earnings shall inure to the benefit of any member or individual. The Corporation is organized and founded for charitable purposes under IRC Section 501(c)(3). Except as otherwise limited herein, the Corporation shall possess all of the powers of a not-for-profit Corporation organized under the laws of Florida.

3.2 - In furtherance of the purposes set forth in Article 3.1 above, the Corporation shall have the power and authority: (i) to purchase or otherwise acquire, hold, own, sell, encumber, mortgage, lease or otherwise deal in and with property of all kinds, real or personal, tangible or intangible, including without limitation, goods, wares, furniture, equipment, supplies and merchandise of any description and the securities and obligations of any issuer, whether or not incorporated; (ii) to finance and arrange the financing and borrowing of funds (including, but not limited to, bond issues) of any type necessary or convenient for the purposes of acquisition, construction, remodeling, or reconstruction of any kind of buildings and structures and acquisition of any personal property or services; (iii) to carry on any or all of the business of the

Corporation as principal, agent or contractor; (iv) to carry on any other business incidental to and in furtherance of the foregoing; (v) to have and exercise all the powers conferred by the laws of Florida upon Corporations formed under the Florida Not for Profit Corporation Act; (vi) to do any or all things hereinbefore set forth in the same extent as natural persons might or could do; and (vii) to do any and all other acts, matters and things necessary or incidental or convenient to these purposes which are not contrary to the Laws of the State of Florida; provided, however, that each of the activities and actions set forth in this subparagraph 3.2 shall be carried out strictly in furtherance of those corporate purposes set forth in paragraph 3.1 of Article Three.

ARTICLE FOUR

The name and address of the incorporators are:

Deogracias L. Caangay
3970 Hidden Acres Circle S.
North Fort Myers, Florida
33903

A. Elizabeth Reyes Caangay
3970 Hidden Acres Circle S.
North Fort Myers, Florida
33903

Ephraim Reyes Caangay
4111 Hidden Acres Circle S.
North Fort Myers, Florida
33903

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13 APR 12 PM 3:59
STATE OF FLORIDA
NOTARY PUBLIC

ARTICLE FIVE

The address and mailing address of the initial principal office is: 3970 Hidden Acres Circle, North Fort Myers, Florida 33903. The Registered Agent is: Deogracias L. Caangay whose address is: 3970 Hidden Acres Circle, North Fort Myers, Florida 33903.

ARTICLE SIX

6.1 - The affairs of the Corporation shall be managed by an initial Board of Directors composed of five members. The Directors shall be selected, designated, and elected as provided in the By-Laws of the Corporation. Procedures for increasing or decreasing the number of Directors, the removal and resignation of Directors, and filling vacancies in the Board of Directors shall be set forth in the By-Laws of the Corporation.

6.2 - The principal Officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such assistant officers as the Board of Directors shall determine, each of whom shall be elected by the Board of Directors in the manner set forth in the By-Laws of the Corporation. The Board of Directors shall also appoint a Chairperson and Vice-Chairperson to preside over Board meetings.

ARTICLE SEVEN

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that 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 of the Corporation set forth in Article Three hereof. No part of the activities of the Corporation shall be for 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 of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by (i) an organization exempt from federal income tax under Section 501(c)(3) of the IRC; or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of the IRC.

ARTICLE EIGHT

In the event of dissolution of the Corporation, the winding up of its affairs, or other liquidation of its assets, the Corporation's property, after payment of all debts and obligations of the Corporation, shall be conveyed or distributed to such entities organized as not for profit Corporations in the State of Florida that have been designated by the Corporate Members, so long as such Corporations are, at the time of such conveyance or distribution, recognized as: (i) organizations exempt from federal income tax under Section 501(c)(3) of the IRC; and (ii) organizations described in Section 509(a) of the IRC.

ARTICLE NINE

The By-Laws of the Corporation shall initially be made and adopted by its first Board of Directors. The By-Laws may thereafter be altered, amended, or repealed, and new and replacement By-Laws may be made and adopted by the Members as provided in the By-Laws.

ARTICLE TEN

These Articles of Incorporation may be altered, amended, or repealed only pursuant to the provisions set forth in the Act. Amendments may be adopted in accordance with alternative methods provided for in the Act.

ARTICLE ELEVEN

Every director and every officer of the Corporation, and every member of the Corporation serving the Corporation at its request, shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed on the person or member in connection with any proceeding or any settlement of any proceeding to which the person or member may be a party or in which the person or member may become involved by reason of being or having been a director or officer of the Corporation, or by reason of having served Corporation at its request, whether or not he or she is a director or officer or member serving the Corporation at the time the expenses or liabilities are incurred, except when adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The right of

indemnification shall be in addition to and not exclusive of all other rights to which the director, officer or member serving Corporation may be entitled.

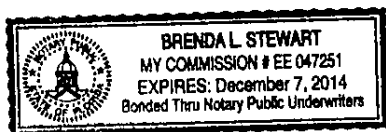
IN WITNESS WHEREOF, the incorporators of the Corporation has hereunto affixed their signature this 4th day of February, 2013

Deogracias L. Caangay
Deogracias L. Caangay
A. Elizabeth Reyes Caangay
A. Elizabeth Reyes Caangay
Ephraim Reyes Caangay
Ephraim Reyes Caangay

STATE OF FLORIDA
COUNTY OF LEE

THE FOREGOING INSTRUMENT, was on the 4th day of January, 2013, signed by the said Deogracias L. Caangay, A. Elizabeth Reyes Caangay and Ephraim Reyes Caangay as incorporators, (X) who are personally known to me or () who produced N/A as identification.

(SEAL)



Brenda L. Stewart
Notary Public
Printed Name of Notary: **BRENDA L. STEWART**

FILED
13 APR 12 PM 3:59
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST – THAT HUMAN MILK BANK OF SOUTHWEST FLORIDA, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER CHAPTER 617 OF THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE COUNTY OF LEE, STATE OF FLORIDA, HAS NAMED DEOGRACIAS L. CAANGAY, LOCATED AT 3970 HIDDEN ACRES CIRCLE, NORTH FORT MYERS, FLORIDA 33903 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND STATE THAT I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF REGISTERED AGENT.

Signature: _____

Deogracias L. Caangay
Deogracias L. Caangay, Registered Agent

Date: February 4, 2013

FILED
13 APR 12 PM 3:59
CLERK OF STATE
TALLAHASSEE, FLORIDA