



# Peters & Scoon

Attorneys and Counselors at Law



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Alvin L. Peters  
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Also Admitted in Virginia

May 3, 2013

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

Re: Articles of Incorporation for A Loving Hand, Inc.

Dear Corporate Filings Department:

Enclosed please find the original and one copy of Articles of Incorporation for the above referenced corporation and Certificate of Domicile and Registered Agent for filing with the Secretary of State. Please have the copy certified and return them to my office.

Enclosed is a check payable to the Secretary of State for \$78.75 for the filing fee.

If you encounter any questions or problems, please do not hesitate to contact me.

Sincerely,



Alvin L. Peters, Esquire

ALP/am

Enclosures  
As stated



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 9, 2013

ALVIN L. PETERS, ESQUIRE  
25 EAST 8TH STREET  
PANAMA CITY, FL 32401

SUBJECT: A LOVING HAND, INC.  
Ref. Number: W13000027533



We have received your document for A LOVING HAND, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document number of the name conflict is N02000002760 (LOVING HANDS, INC.).

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

You must list at least one incorporator with a complete business street address.

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.

Thomas Chang  
Regulatory Specialist II  
New Filing Section

Letter Number: 213A00011587

Copy sent to client on: 5/23/13

**ARTICLES OF INCORPORATION**  
**OF**  
**A LOVING HAND OF THE EMERALD COAST, INC.**

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13 JUN 10 PM 1:20  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED Subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a not for profit corporation under the laws of the State of Florida; and further agree to the following conditions of said Corporation.

**ARTICLE I: NAME**

The name of the Corporation is: a Loving Hand of the Emerald Coast, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation in the State of Florida shall be: 201 Harrison Avenue, Panama City, Florida 32401.

**ARTICLE III: PURPOSE**

This organization is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes for which this corporation is organized, include but are not limited to exposing children's developing minds to the world of possibilities, and empowering them to make wise choices and to do all things which natural persons and lawful entities might or could lawfully do in the premises and to transact any lawful business for which corporations may be incorporated under the laws of Florida.

#### **ARTICLE IV: MANNER OF ELECTION**

The corporation shall be legally managed by the board of directors/officers. The number officers and directors and the method in they are elected will be as stated in the Bylaws.

#### **ARTICLE V: INITIAL DIRECTORS/OFFICERS**

The names and post office addresses and office held of the persons designated to act as the initial Board of Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Gayle Paynter	201 Harrison Avenue Panama City, Florida 32401	Director, President and Secretary
Brian Humboldt	201 Harrison Avenue Panama City, Florida 32401	Director, Vice President and Treasurer
Michael E. Sears, Jr.	201 Harrison Avenue Panama City, Florida 32401	Director

#### **ARTICLE VI: REGISTERED AGENT**

The Registered Agent is: Alvin L. Peters, Esquire, 25 East 8<sup>th</sup> Street, Panama City, Florida 32401.

#### **ARTICLE VII: AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law and in accordance with the by-laws.

#### **ARTICLE VIII: ORGANIZATION OF CORPORATION**

This corporation is organized under a non-stock basis.

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TALLAHASSEE, FLORIDA

## **ARTICLE IX: TAX EXEMPT STATUS**

The corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by corporation contributions to which are deductible under Section 170(c)(2) of said Code, or the corresponding provisions of any future statute of the United States.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

## **ARTICLE X: INDEMNIFICATION OF OFFICERS**

All officers shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Corporation may purchase and maintain insurance on behalf of all officers against any liability asserted against them in their capacity as officers or arising out of the status as such.

## **ARTICLE XI: BYLAWS**

The Bylaws of the Corporation shall be adopted by the officers and may be altered, amended or rescinded in the manner provided in the Bylaws.

## **ARTICLE XII: CONFLICT OF INTEREST POLICY PURPOSE**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

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TALLAHASSEE, FLORIDA

## DEFINITIONS

### 1. Interested Person

Any director, trustee, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

### 2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under the procedures section, paragraph 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interests exists.

## PROCEDURES

### 1. Duty to disclose:

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all

material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**2. Determining Whether a Conflict of Interest Exists:**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

**3. Procedures for Addressing the Conflict of Interest:**

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**4. Violations of the Conflicts of Interest Policy:**

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as

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warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **RECORDS OF PROCEEDINGS**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **COMPENSATION**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction including compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **ANNUAL STATEMENTS**

Each director/trustee, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

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- a. Has received a copy of the conflicts of interest policy,
  - b. Has read and understands the policy,
  - c. Has agreed to comply with the policy, and
  - d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

### **PERIODIC REVIEWS**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of the arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organizations' written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

### **USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in the Periodic Reviews section, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

### **XIII: ASSETS**

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, trustee, member or officer of this corporation, or to any private person.

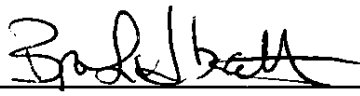
Upon the dissolution or winding up of the corporation, any assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to a governmental entity described in Section 170(b)(1) (A)(v) of the Internal Revenue Code, or to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under

Section 501(c)(3) of the Internal Revenue Code, and which is qualified to receive "qualified conversation contributions" within the meaning of Section 170(h) of said Code, or the corresponding provisions of any future statute of the United States.

In the event of a liquidation of this corporation, all corporate assets shall be disposed of in such a manner as may be directed by decree of the superior court for the county in which the corporation has its principal office, on petition therefore by the Attorney General or by any person concerned in the dissolution, in a proceeding to which the Attorney General is a party.

### ATTESTATION

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30 day of May, 2013.

  
Brian Humboldt, Incorporator  
201 Harrison Avenue  
Panama City, Florida 32401

STATE OF FLORIDA  
COUNTY OF BAY

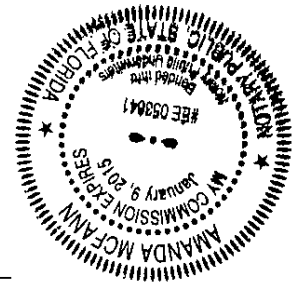
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared, Brian Humboldt, who is personally known to me or who has produced the identification specified below, who acknowledged to and before me that he is the person who executed the foregoing Articles of Incorporation for the uses and purposes set forth therein.

30th day of May, 2013. WITNESS my hand and official seal in the County and State aforesaid this

☒ To me personally known  
Identified by \_\_\_\_\_  
Issued by \_\_\_\_\_

  
Notary Public



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

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In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

A Loving Hand of the Emerald Coast, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Panama City, County of Bay, State of Florida, has named Alvin L. Peters, Esquire, 25 East 8<sup>th</sup> Street, Panama City, Florida 32401, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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

BY:



Alvin L. Peters, Registered Agent

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CLERK OF STATE  
TALLAHASSEE, FLORIDA