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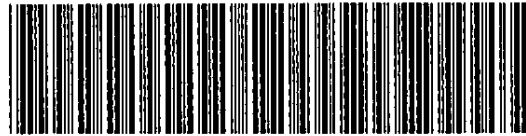
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TALLAHASSEE, FLORIDA

MRS  
7/11/13

## COVER LETTER

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

SUBJECT: Coventry-Payne Foundation, 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: Laurie Coventry-Payne  
Name (Printed or typed)

14 Seasons Dr.  
Address

Punta Gorda, FL 33983  
City, State & Zip

941-855-0777  
Daytime Telephone number

coventrypayne@me.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**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I    NAME**

The name of the corporation shall be: Coventry-Payne Foundation, Inc.

**ARTICLE II    PRINCIPAL OFFICE**

Principal ~~street~~ address:  
14 Seasons Drive  
Punta Gorda, FL 33983

Mailing address, if different is:

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**TALLAHASSEE, FLORIDA**

**ARTICLE III    PURPOSE**

The purpose for which the corporation is organized is: See Attached Sheet

**ARTICLE IV    MANNER OF ELECTION**

The manner in which the directors are elected and appointed: See Attached Sheet

**ARTICLE V    INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Laurie Coventry-Payne, P  
Address: 14 Seasons Dr.  
Punta Gorda, FL 33983

Name and Title: Douglas Coventry, VP  
Address: 524 Rio de janiero  
Apt. 103  
Punta Gorda, FL 33983

Name and Title: Lori Langfang, T  
Address: 2812 SE Rowena Ave.  
Arcadia, FL 34266

Name and Title: Roxana Hambleton, S  
Address: 12941 Kedleston Cir.  
Fort Myers, FL 33912

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
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Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

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Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Laurie Coventry-Payne

Address: 14 Seasons Dr.

Punta Gorda, FL 33983

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: Laurie Coventry-Payne

Address: 14 Seasons Dr.

Punta Gorda, FL 33983

*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*

Laurie Coventry-Payne  
Required Signature of Registered Agent

6/28/13  
Date

*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 s.817.155, F.S.*

Laurie Coventry-Payne  
Required Signature of Incorporator

6/28/13  
Date

## Coventry- Payne Foundation, Inc. – FL Not For Profit Articles Attachments

### Article III Purpose - The purpose for which the corporation is organized is:

This non-profit corporation will have all the powers as stated in Section 617.021, Florida Statutes 1991 and all acts amendatory thereof, including the Corporation's registration with the internal Revenue Service as a 501(c)(3) - 59-135-8912. To establish and maintain charitable purposes as an institution providing services primarily for residents of Florida.

The purposes of the Coventry-Payne Foundation, Inc. are to offer programs that uplift and enrich lives, using the arts, culture, and the humanities to promote and support educational initiatives. Our programs will teach our youth, their families, and our communities the importance and value of treating each other with dignity and respect following business and life protocols.

Our organization will strive to ensure the viability and sustainability of such programs by modeling and educating our program leaders in best business practices. We will seek the support of businesses and individuals to help in those areas where our publics are not financially able to participate in our programs, which are designed to give those participating the tools to develop poise and self-confidence in business and in life.

One of our major programs, the Cotillion, teaches our youth social etiquette through interactive experiences. To that end, our children will learn the value of being kind, and the importance of treating others with dignity and respect for better relationships with family and friends. An additional purpose is to teach social dance. We engage entire families in the experience and thus build strong communities of support for the work we do and the values we share.

Another major program, Theatre Kids, helps children appreciate and come to love great literature and art. Theatre Kids provides opportunities for young artists to engage actively in live theatre, to use imaginative play to bring stories to life, to develop their skills as performing and visual artists, and to perform for family and friends. A secondary purpose of Theatre Kids is to create cherished childhood memories through the arts.

The foundational purpose of our organization is to engage children and families in experiences that focus on and encourage reflection and application of life principles that tend to preserve the integrity, stability and beauty of our land, culture and communities.

### **Dissolution of Corporation**

Upon dissolution of the Corporation, the Board of Directors will dispose of the assets of the Corporation in such a manner, or to such organizations operated for charitable purposes as will qualify at the time as exempt organizations under Section 501(c)(3) of the IRS code, or the law in effect at the time. Upon winding up and dissolution of this Corporation, after paying or adequately providing for the debts and obligations of the Corporation, if the named beneficiary at the time of dissolution may not be qualified, may not be in existence, or may be unwilling or unable to accept the assets of the dissolving organization, the remaining assets will be distributed to a non-profit fund, foundation, or Corporation which is organized and operated exclusively for charitable, educational, religious, and scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

### **Conflict Of Interest**

No officer, Director, or member of the Corporation will have a direct or indirect financial interest in the Corporation's interest when it is contemplating entering into a transaction or arrangement that might result in a possible excess benefit transaction. This policy, which has been adopted by resolution of the governing board, is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Article IV - The manner in which the directors are elected and appointed:

Elections will be held at the annual meeting in December. Nomination for all positions may be made from the floor, but only with express consent of the person or persons nominated.

From a slate of nominees presented at the November meeting of the Corporation, the Board of Directors will elect from its membership the Executive Committee of the Board, comprised of the President, Vice President, Secretary, Treasurer and one (1) additional member at large. Each member of the Executive Committee will serve two consecutive two-year terms and may be elected to successive terms without limit. The Board of Directors may fill any vacancies occurring on this Committee.

The Executive Committee will have all the power and authority of the Board of Directors in the interim between regular Board meetings, and its acts, by majority vote of the entire membership of the Executive Committee will be binding upon the Corporation; provided, however the Executive Committee will exercise this authority only with respect of those matters deemed by the President or by a majority of the Executive Committee, to be of sufficient importance to require a decision and action prior to the next regularly scheduled meeting of the Board of Directors. The Executive Committee will recommend action by the Board of Directors with respect to any matter affecting the Corporation.

An affirmative vote of a majority of the Board of Directors present quorum and attending will be required to elect officers, board members, and to remove from office a trustee or officer for cause deemed sufficient by those voting for such removal.

Any member of the Board of Directors, who will have three (3) unexcused absences from regularly scheduled meetings of the Board in any fiscal year, will automatically be dropped as a member of the Board. Absences may be excused for just cause and may be registered verbally, in writing, by telephone or email prior to such meetings.

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