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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
13 DEC 23 AM 10:59

[Handwritten signature]
12/26/13

COVER LETTER

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

SUBJECT: Hugs From Hannah 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: Barbara Haley
Name (Printed or typed)

8002 SW 5TH St
Address

N. Landerdale FL 33068
City, State & Zip

954-263-1765
Daytime Telephone number

enrichblw@mindspring.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

SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 DEC 23 AM 10:59

Article I

Purpose

The purpose of the corporation, to be known as Hugs From Hannah, Inc., shall be, but is not limited to, establishing a 100% volunteer, 501(C)3, not for profit organization that will serve South Florida's underprivileged, special needs and at-risk youth. To provide a multitude of services, programs and events designed to promote the overall well-being of the community and the aforementioned persons living within said community. To form a network of volunteers, companies and organizations partnering in order to nurture the growth, strengthening and healing aspects of the community and the individuals we serve within it.

Name

The name of the corporation shall be: Hugs From Hannah, Inc.

Address

The principle office of the organization shall be: 5835 NW 21st Way, Boca Raton, Florida 33496

Mission Statement

The mission statement of the 501(C)3 organization to be known as Hugs From Hannah, Inc. shall be: to help better the lives of at-risk youth by nurturing positive opportunities and building stronger futures through services, programs and events that help provide for the needs of said youth, so that no young person remains in need, underserved or at-risk.

Article II

Director's Meetings

Section 1. Annual Meeting

The annual meeting of the Board shall be held at such time, place, date and order as shall be determined by the Board. The annual agenda and any other business brought to the attention of the Board shall be transacted at such meeting.

Section 2. Special Meetings

Special meetings of the Board may be called by the president, or a majority of the Board at such time, place, date and order as shall be determined in written notification of the meeting delivered at least three (3) days prior to such meeting.

Section 3. Procedure

The order of business and all other matters of procedure governing meetings shall be determined by the Board of Directors, thereafter executed by the presiding officer, elected by the Board as moderator over such meetings.

Section 4. Appointing Program Directors

The Board shall appoint Program Directors to assist with programs adopted by the Board for the purpose of accomplishing the goals of the organization. Program Directors can be chosen from among the Board, or can persons chosen among volunteers with the necessary qualifications.

Program Directors shall be appointed to office by a two-thirds (2/3rds) vote of the Board of Directors. Program Directors shall be considered consultants to the Board, and shall have equal vote on the Board in connection with their area of expertise, a two-thirds (2/3rds) vote of the Board and consultants deciding all matters of business concerning each program.

Program Directors shall be called to meet with the Board with three (3) days written notice, as deemed necessary by a two-thirds (2/3rds) of the Board. Program Directors failing to respond in attendance three (3) consecutive requests to meet shall be considered grounds for removal of said Director by a two-thirds (2/3rds) vote of the Board.

Article III Board of Directors

Section 1. Management of Affairs

The Board of Directors shall have the management of, overseeing and controlling property, programs/activities and all other affairs associated with, or belonging to the organization.

Section 2. Number and Qualifications

The number of directors serving on the Board is to be determined by a two-thirds (2/3rds) vote of all existing directors, at the annual meeting, at which time directors may change the number of directors serving and the required qualifications of the same, as so deemed necessary by the majority of directors present.

Section 2A.

Should a need arise for a change in the number of, or required qualifications of Program Directors called to serve within the organization, said changes and qualifications are to be established at the annual meeting.

Section 2B.

In the case of an immediate need for an addition to, replacement for, or removal of a Board Member, or Program Director in a consulting position to the Board, or to the required qualification need to best serve the interests of the organization, a special meeting of the Board may be called as to described in Article II, Section II and said decisions made prior to the annual meeting.

Section 3. Vacancies

Vacant positions on the Board shall be filled and/or otherwise addressed by a majority vote of all remaining Board members.

Section 4. Removal

Any director may be removed by a two-thirds (2/3rds) vote of all directors serving on the Board and in connection to the organization, to the excluding of the director subject to removal.

Section 4A.

Grounds for immediate removal of a director shall be established in writing by the Board of Directors and said documentation made known to all new and consulting directors by way of their signature in agreement, before taking their position in service to the organization.

Section 5. Meetings

Regular and/or special meetings of the Board of Directors shall be held at such times, dates, and places as so determined by the Board, or its presiding officer. Said meeting may also be called by a majority of directors united in requesting the same by written notice to the Board and the members thereof, allowing three (3) days notice minimal in notice to the same. The president shall be presiding officer at all meetings, unless otherwise decided by a two-thirds (2/3rds) vote the directors present.

Section 5A.

Attendance of meetings of the Board of Directors is mandatory for all directors holding a position on the Board and all consulting Program Directors whose presence has been requested. Failure to attend three (3) consecutive meetings is grounds for removal. Failure to attend at least sixty percent (60%) of all meetings in which a director's attendance is required within any twelve (12) month period, is grounds for removal. There shall be a Quorum at all meetings which constitutes two-thirds (2/3rds) of the Board, or said meeting must be rescheduled and all decisions tabled.

Section 5B.

An outline of excused and reasonable cause for absenteeism shall be established in writing by the Board of Directors and said documentation made known to all new and/or consulting directors by way of their signatures in agreement, before taking their position in service to the organization.

Section 6. Procedure

The order of business and all matters of procedure at every meeting shall be determined by the Board of Directors and executed by the officer presiding over said meetings.

Section 7. Action Without A Meeting

Actions to be taken by the Board of Directors may be decided and authorized by a majority rule of the same by phone, or written communication in cases where it is impractical to convene, not possible to gather together, or otherwise necessary to resort to phone or written procedures to the inclusion of by not limited to emergencies, or time sensitive issues.

Section 7A.

An outline of circumstances and procedures governing "Action Without A Meeting" are to established by the Board of Directors in writing and said documentation made know to all new and/or consulting directors by way of their signature in agreement, before taking their position in service to the organization.

Article IV
Initial Directors/Officers

Shannon Taccalite, President/Director
10850 NW 74th Drive, Parkland, Florida 33076
954-224-1414

Hannah Fowler, Co-President/Director (minor c/o Shannon Taccalite)
10850 NW 74th Drive, Parkland, Florida 33076
954-224-1414

David Fowler, Vice-President/Business Manager
5835 NW 21st Way, Boca Raton, Florida 33496
954-304-0766

Marco Taccalite, Vice-President/Project Coordinator
10850 NW 74th Drive, Parkland, Florida 33076
954-867-4282

Roberta Fowler, Director
5835 NW 21st Way, Boca Raton, Florida 33496
954-304-0766

Section 1. Officers

The position of all said officers and those future officers elected to positions deemed necessary by the Board Of Directors for the benefit and function of the organization, shall be determined by a two-thirds (2/3rds) vote of the Board of Directors. If the office of any officers becomes vacant for any reason, the vacancy shall be filled by a majority vote of the remaining Board. Officers shall be elected from the Board of Directors.

Section 2. President

The President shall be the Chief Executive Officer of the organization and shall preside at all meetings of the Board and all other related parties and/or committees serving the Board, or shall appoint someone to act in his/her place. The President shall have the general powers and duties of supervision and management of the organization which usually pertains to such office, or shall respect the acts and decisions of the elected Vice-President and/or Organization Manager acting in his/her place, if he/she cannot attend to said duties. The President shall perform all such duties as are properly required by the Board and all laws pertaining to the operation of a not for profit organization. The President shall represent the organization, as so established by the Board of Directors. The President shall serve as Organization Manager, until said officer is able, or a new elected Organization Manager is in place, if for any reason said officer cannot see to his/her duties. The President shall serve the organization to the best of his/her abilities, abiding by all governing guidelines and all established rules of the same. The President shall see to the duties of his/her office to the best interest of the organization in all circumstances.

Section 3. Vice-President

The Vice-President shall, in the absence of the President, perform the duties and exercise the powers of the President. The Vice-President shall have such powers and perform such duties as usually pertains to said office, or as are required by the Board of Directors, taking over the position of President should the President be unable to see to said duties for any reason. The Vice-President shall perform the duties of any officer who may be unavailable, until said officer returns, or vacates their position and a new elect is in position. The Vice-President shall serve the organization to the best of his/her abilities, abiding by all governing guidelines and all established rules of the same. The Vice-President shall see to the duties of his/her office to the best interest of the organization in all circumstances.

Section 4. Business Manager

The Business Manager shall represent the organization in all manners of business and operation. The Business Manager's duties shall include, but are not limited to: Acting as Secretary, keeping and maintaining all official notes of meetings and correspondences and/or overseeing the Secretary elected by the Board, if one is so elected. Acting as Treasurer, keeping and maintaining the finances and financial records and/or overseeing the Treasurer elected by the Board, if one is so elected. Acting as Clerk, keeping and maintaining business records and/or overseeing the Business Manager elected by the Board, if one is so elected. Overseeing and supervising all volunteers, committees and other persons serving the organization to help assure all aspects of rule governing the organization are adhered to and the best interests of the organization are being addressed and/or overseeing a Program Manager, if one is so elected by the Board. Assisting with all aspects of function to the inclusion of, but not limited to events, activities, programs, fund raising and other projects and/or overseeing an Event Coordinator, if one is so elected by the Board. The Business Manager shall serve the organization to the best of his/her abilities, abiding by all governing guidelines and all established rules of the same. The Business Manager shall see to the duties of his/her office to the best interest of the organization in all circumstances.

Article V

Initial Registered Agent

David Fowler

5835 NW 21st Way, Boca Raton, Florida 33496

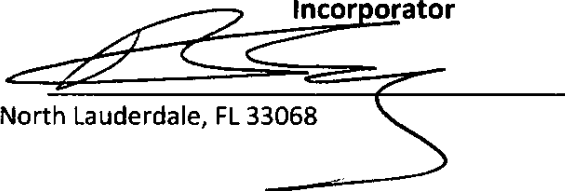


Article VI

Incorporator

Barbara L. Haley

8002 SW 5th Street, North Lauderdale, FL 33068



Article VII
Statement of Intent/Dissolution

Hugs From Hannah, Inc. intends to serve within the guidelines of its Articles of Incorporation, By-Laws and Board of Directors' established decisions made to the benefit of the same.

In the event that Hugs From Hannah, Inc. dissolves, the assets, after payment of debts, shall be distributed among agencies with similar, or like missions.

Article VIII
Amendment To Articles Of Incorporation
Derestriction of Service

Hugs From Hannah, Inc. intends to serve all persons who fall within the described Mission Statement of the organization as stated in the organization's articles of incorporation. Services render by the organization shall be established by the organization at a state level, Florida State being the state of registration of said organization, at a national level, the United States of America being the country of registration of the organization, and at an international level assisting when opportunities arise to help address the needs with youth resulting from natural disasters, global emergencies and/or environmental health issues.

OFFICE OF THE SECRETARY OF STATE



AMENDED
CERTIFICATE OF INCORPORATION

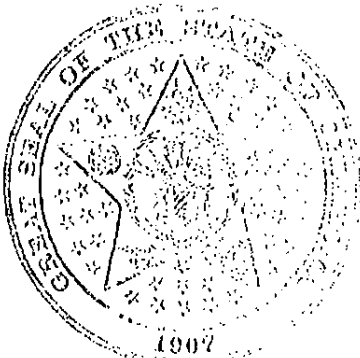
WHEREAS, the Amended Certificate of Incorporation of

BROWN & BROWN OF CENTRAL OKLAHOMA, INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma.



Filed in the City of Oklahoma City this 9th
day of January, 2003.

Kay Dudley
Secretary of State

By: *[Signature]*