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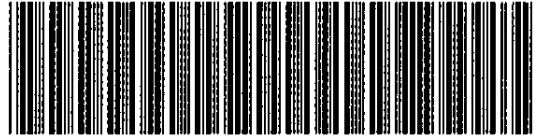
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DIVISION OF CORPORATIONS
2014 JAN -3 PM 1:38

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OVERSTREET, MILES, RITCH, CUMBIE & FINKENBINDER, P.A.
ATTORNEYS AT LAW

100 Church Street, Suite 1
Kissimmee, Florida 34741

Murray Overstreet, 1929 - 2013
R. Stephen Miles, Jr.
Fred H. Cumbie, Jr.
Timothy L. Finkenbinder
John B. Ritch, of Counsel

Telephone: (407) 847-5151
Facsimile: (407) 847-3353
fcumbie@omrclaw.com
smiles@omrclaw.com
tfinkenbinder@omrclaw.com

December 13, 2013

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

RE: Articles of Incorporation for Not-for-Profit Corporation on behalf of:
St. Cloud Rebos, Inc.

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Articles of Incorporation for St. Cloud Rebos, Inc., along with our law firm check in payment of the following fees:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

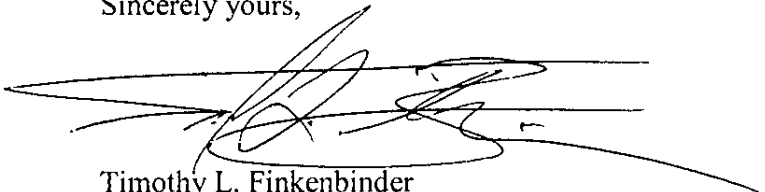
☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

Please return the certified copy and Certificate in care of this office.

Should you have any questions, concerns or require additional information, please do not hesitate to contact me.

Sincerely yours,


Timothy L. Finkenbinder
Attorney at Law

Enclosure(s): Articles of Incorporation



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 18, 2013

TIMOTHY L. FINKENBINDER, ATTORNEY AT LAW
100 CHURCH STREET, SUITE 1
KISSIMMEE, FL 34741

SUBJECT: ST. CLOUD REBOS, INC.
Ref. Number: W13000068954

We have received your document for ST. CLOUD REBOS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 113A00028696

**ARTICLES OF INCORPORATION
Of
ST. CLOUD REBOS, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

2014 JAN -3 PM 1:39

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-for-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

Article 1. Name

The name of the Corporation is as follows:

ST. CLOUD REBOS, INC.

Article 2. Address

The address of the principal office and the mailing address of the Corporation is:

350 East 17th Street
St. Cloud, Florida 34769

Article 3. Initial Registered Office and Agent

The name of the initial registered agent and the street address of the initial registered office of the Corporation is:

Timothy L. Finkenbinder, Esq.
100 Church Street
Kissimmee, Florida 34741

Article 4. Members

The Corporation shall have members as provided in the Corporation's Bylaws. Membership in the Corporation shall not be restricted on the basis of race, color, creed or sexual orientation and shall be based solely on the proposed member complying with all applicable terms and conditions as may be provided for in the Corporation's Bylaws. The Corporation shall not issue stock and no dividends or pecuniary profits shall be declared or paid to the members thereof.

Article 5. Not-for-Profit

The Corporation is a not-for-profit Corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is

distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation, and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

Article 6. Duration

The duration (term) of the Corporation is perpetual.

Article 7. Purposes

The Corporation is organized, and shall be operated exclusively for charitable and educational purposes, including but not limited to the provision of meeting facilities for use by Twelve Step recovery groups, providing education, support and recovery resources to members and family members of such groups, and to carry on and engage in charitable and educational endeavors in connection therewith. All funds, whether income or principal, and whether acquired by gift, contribution or otherwise, shall be devoted to said purposes.

Article 8. Powers

Solely for the above purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to the Florida Not-for-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the Corporation, or necessary or desirable in order to accomplish the purposes of the Corporation.

Article 9. Limitation

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

A. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), Directors or Officers. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article 7 (Purposes) of these Articles;

B. No part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and,

C. The Corporation shall not lend any of its assets to any officer or director of the Corporation, or guarantee to any person payment of a loan by an officer or director of this Corporation.

Article 10. Tax-Exempt Status

It is intended that the Corporation shall have and continue to have the status of a Corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3), and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these Articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article 11. Dissolution

Upon the dissolution of the Corporation, the board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of Directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the above purposes of the Corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

Article 12. Board of Directors

The Corporation shall be governed by a board of Directors. The board of Directors shall consist

of a minimum of three individuals. The initial Directors are elected by the incorporator. After that, members of the board of Directors shall be elected in accordance with the terms and conditions as set forth in the Bylaws of the Corporation. Any director may be removed by the affirmative vote of at least two-thirds of the board of Directors. The names and address of the initial Directors of the Corporation shall be as follows:

<u>Name:</u>	<u>Address:</u>
Clay Jowers	P.O. Box 700455 St. Cloud, FL 34772
Joe Tedranti	1049 Seneca Trail St. Cloud, FL 34772
John Sullivan	6510 Welle Court St. Cloud, FL 34771

ARTICLE 13. Officers

The affairs of the Corporation shall be managed by its Officers subject, however, to the board of Directors and the provisions of these Articles of Incorporation and the Bylaws of the Corporation. The Officers of the Corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other Officers and assistant Officers as may be provided for in the Bylaws or by resolution of the board of Directors. Each officer shall be elected by majority vote of the board of Directors (and may be removed by majority vote of the board of Directors) at such a time, and in such a manner, as may be prescribed by the Bylaws or by law. The names and address of the initial Officers of the Corporation shall be as follows:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
President	Clay Jowers	P.O. Box 700455 St. Cloud, FL 34772
Treasurer	Joe Tedranti	1049 Seneca Trail St. Cloud, FL 34772
Secretary	John Sullivan	6510 Welle Court St. Cloud, FL 34771

Article 14. Incorporator

The name and street address of the incorporator is as follows:

Timothy L. Finkenbinder, Esq.
100 Church Street
Kissimmee, Florida 34741

Article 15. Bylaws

The initial Bylaws of the Corporation are to be made and adopted by the board of Directors by simple majority vote, and may be altered, amended or rescinded thereafter by two-thirds (2/3) majority vote of the members in good standing in attendance at a duly noticed meeting of the membership as provided for in the Corporation's Bylaws.

Article 16. Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of incorporation or any amendment to them.

Article 17. Indemnification and Civil Liability Immunity

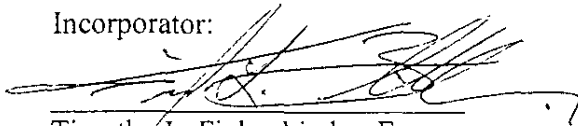
The Corporation shall indemnify each director and officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under *Florida Statutes Chapter 617 and other similar laws*. This right of indemnification shall be in addition to and not exclusive of any other rights to which a director or officer may be entitled.

Article 18. Commencement of Corporate Existence

The date when corporate existence shall commence is January 1st, 2014.

In witness, the undersigned incorporator has signed these Articles of Incorporation on December 30th, 2013.

Incorporator:



Timothy L. Finkenbinder, Esq.
100 Church Street
Kissimmee, FL 34741

**CERTIFICATE OF DESIGNATION
AND ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of § 617.0501, Fla. Stat., the undersigned Corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. Name of the Corporation:

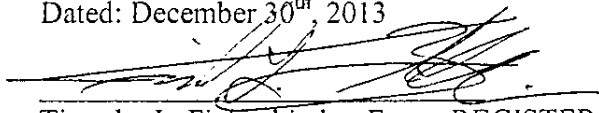
ST. CLOUD REBOS, INC.

2. Name and address of the registered agent and office:

Timothy L. Finkenbinder, Esq.
100 Church Street
Kissimmee, FL 34741

I, the undersigned person, having been named as registered agent and appointed to accept service of process for the above-stated Corporation at the place designated in this statement, accept the appointment as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: December 30th, 2013


Timothy L. Finkenbinder, Esq. – REGISTERED AGENT

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