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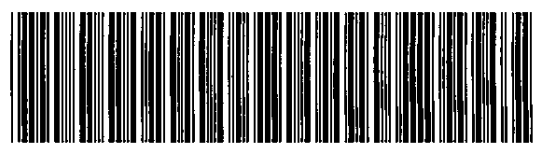
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 JAN 24 PM 2:40

[Handwritten signature]
1-30/14

COVER LETTER

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

SUBJECT: The Shirley Proctor Puller 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: Gladys McNeil
Name (Printed or typed)

2120 Almeira Way South
Address

St Petersburg FL 33712
City, State & Zip

727-867-8746
Daytime Telephone number

gmcneil12@tampabay.rr.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)

SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 JAN 24 PM 2:40

ARTICLE I NAME

The name of the corporation shall be: The Shirley Proctor Puller Foundation Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:
2120 Almeida Way South

Mailing address, if different is:

St Petersburg Fl 33712

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

SEE ATTACHED ARTICLES OF INCORPORATION

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected and appointed:

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: SEE ATTACHED Name and Title: _____

Address: ARTICLES OF Address: _____
INCORPORATION Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

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

Name: GladysMcNeil
Address: 2120 Almeira Way South
St Petersburg Fl 33712

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Glays McNeil
Address: 2120 Almeira Way South
St Petersburg Fl 33712

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

Gladys McNeil
Required Signature of Registered Agent

1/17/14
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.

Gladys McNeil
Required Signature of Incorporator

1/17/14
Date

SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 JAN 24 PM 2:40

**ARTICLES OF INCORPORATION
OF
THE SHIRLEY PROCTOR PULLER FOUNDATION, INCORPORATED
A FLORIDA CORPORATION NOT FOR PROFIT**

The undersigned subscriber to these Articles of Incorporation if a person competent to contract and hereby forms a nonprofit corporation under the laws of the State of Florida.

ARTICLE 1 – CORPORATE NAME

The name of the Corporation shall be **THE SHIRLEY PROCTOR PULLER FOUNDATION, INCORPORATED.**

ARTICLE II – DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

This corporation is organized exclusively for educational purposes under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 Third hereof. No substantial part of the activities of the corporation shall be 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 or in opposition to any candidate for public office.

ARTICLE IV – CAPITAL STOCK

N/A

ARTICLE V – PRINCIPAL OFFICE

The principal office of the corporation shall be in the city of Saint Petersburg, County of Pinellas, State of Florida.

Mailing address of the corporation is: 2120 Almeria Way South, Saint Petersburg, FL 33773-6872. The Corporation's initial mailing address is the same as above.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The address of the Corporation's initial principal office is: 2120 Almeria Way South, Saint Petersburg, FL 33712. The Corporation's initial mailing address is the same as above.

ARTICLE VII – INCORPORATOR

The name and address of the incorporator of this corporation is:

Mrs. Gladys McNeil
2120 Almeria Way South
Saint Petersburg, FL 33712
727-867-8746

ARTICLE VIII – INITIAL BOARD OF DIRECTOR(S)

This corporation shall have five (5) Directors initially with a 2 year term. The number of Directors may be either increased or diminished from time to time by the By-laws, but shall never be less than two (2). The processing for replacing a board member will be by the By-laws. The name of the initial Directors of the corporation are as follows:

1. William "Bill" Puller
4133 Cortez Way South
St. Petersburg, FL 33712
2. Cosey Proctor, Jr.
110 NW 135th Avenue #11-102
Plantation, FL 33325
3. Gladys McNeil
2120 Almeria Way South
St. Petersburg, FL 33712
4. Angela Collins
647 50th Avenue South
St. Petersburg, FL 33705
5. Teresa G. Williams
3861 38th Street South
St. Petersburg, FL 33711

ARTICLE IX – OFFICERS

The names and addresses of the personal who are the initial officers of the Organizations are as follows:

1. William "Bill" Puller, President
4133 Cortez Way South
St. Petersburg, FL 33712
2. Angela Collins, Vice President
647 50th Avenue South
St. Petersburg, FL 33705
3. Cosey Proctor, Jr., Treasurer
110 NW 135th Avenue #11-102
Plantation, FL 33325
4. Gladys McNeil, Secretary
2120 Almeria Way South
St. Petersburg, FL 33712
5. Teresa G. Williams, Recording Secretary
3861 38th Street South
St. Petersburg, FL 33711

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the members.

ARTICLE XI – NOT FOR PROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 Third hereof. No substantial part of the activities of the corporation shall be 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax

under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

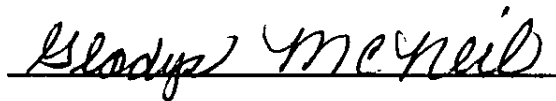
ARTICLE XIII – DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII – INDEMNITY OF OFFICERS

This corporation shall indemnify and save harmless its officers and members and from any suits, actions, or judgments arising out of their conduct of the affairs of the corporation, in which suit, action or judgment, any liability shall be alleged or imposed upon any of the corporation's officers on behalf of the corporation, and the corporation shall further pay all costs, legal expenses, and any other charges, that said officer may incur in the defense of any claim, suit, or action that may be instituted against the said officers in their individual capacities, it being the purpose and intent that the corporation shall save its officers harmless from any action taken by them in its behalf.

IN WITNESS WHEREOF, we have hereunto subscribed our names this ____17th____ day of January, 2014.



Gladys McNeil, Incorporator

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT OF
*THE SHIRLEY PROCTOR PULLER FOUNDATION, INC.***

Pursuant to Florida Statutes, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its principal office and mailing address as indicated in the Articles of Incorporation, has named Gladys McNeil located at the aforesaid address, as its Registered Agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process from the above stated corporation at the place designated in the above certificate, I hereby 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 for said corporation.


Gladys McNeil 1/17/14