

N 140000001799

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

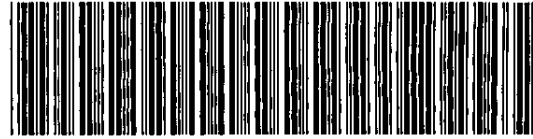
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100256600011

02/21/14--01015--014 \*\*87.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 FEB 21 PM 2:08

g 2/24/14

## COVER LETTER

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

SUBJECT: **Mission128, 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: **Brett A. Morey**  
Name (Printed or typed)

**120 Cayman St NE**  
Address

**Lake Placid, FL 33852**  
City, State & Zip

**863-441-2390**  
Daytime Telephone number

**brett@bmorey.com**  
E-mail address: (to be used for future annual report notification)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 FEB 21 PM 2:08

**NOTE: Please provide the original and one copy of the articles.**



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 FEB 21 PM 2:08

**Mission128, Inc.**

A Florida Non-profit Public Benefit Corporation

**ARTICLES OF  
INCORPORATION**

**ARTICLE I  
NAME**

**1.01 Name**

The name of this corporation shall be **Mission128, Inc.**

**ARTICLE II  
DURATION**

**2.01 Duration**

The period of duration of the corporation is perpetual.

**ARTICLE III  
PURPOSE**

**3.01 Purpose**

Mission128, Inc. is a non-profit corporation and shall operate exclusively for religious, educational, and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Mission128, Inc. shall operate for the advancement of religion and the advancement of education.

Mission128, Inc. shall exist to educate and equip people in the Christian faith through Bible based teaching and resources.

**3.02 Public Benefit**

Mission128, Inc. is designated as a public benefit corporation.

## **ARTICLE IV**

### **NON-PROFIT NATURE**

#### **4.01 Non-profit Nature**

Mission128, Inc. is organized exclusively for religious, educational, and charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Mission128, Inc. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Mission128, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of Mission128, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of the Mission128, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Mission128, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Mission128, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Mission128, Inc. by one (1) or more of its

managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### **4.03 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

#### **4.04 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.05 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

### **ARTICLE V** **BOARD OF DIRECTORS**

#### **5.01 Governance**

Mission128, Inc. shall be governed by its board of directors.

#### **5.02 Manner of Election**

The manner in which the directors are elected and appointed is as provided for in the Bylaws.

### **5.03 Initial Directors**

The initial directors of the corporation shall be:

Title: President, Director  
Morey, Brett A.  
120 Cayman St NE  
Lake Placid, FL 33852

Title: Director  
Colvin, David W.  
201 Golfpoint Dr  
Lake Placid, FL 33852

Title: Director  
Freeman, Gary V.  
333 Imbros Ave. NE  
Lake Placid, FL 33852

Title: Director  
Godwin, Leonard W.  
1170 Lake Groves Rd NW  
Lake Placid, FL 33852

## **ARTICLE VI MEMBERSHIP**

### **6.01 Membership**

Mission128, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **ARTICLE VII AMENDMENTS**

### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

**ARTICLE VIII**  
**ADDRESSES OF THE CORPORATION**

**8.01 Principle Office**

The principle street address of the corporation is:

120 Cayman St. NE  
Lake Placid, FL 33852

The principle mailing address of the corporation is:

120 Cayman St. NE  
Lake Placid, FL 33852

**ARTICLE IX**  
**APPOINTMENT OF REGISTERED AGENT**

**9.01 Registered Agent**

The registered agent of the corporation shall be:

Brett A. Morey  
120 Cayman St. NE  
Lake Placid, FL 33852

**ARTICLE X**  
**INCORPORATOR**

The incorporator of the corporation is:

Brett A. Morey  
120 Cayman St. NE  
Lake Placid, FL 33852

**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Brett A. Morey  
Brett A. Morey, Incorporator

Date: 2/17/2014

**ACKNOWLEDGMENT OF CONSENT  
TO APPOINTMENT AS REGISTERED AGENT**

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.

Brett A. Morey  
Brett A. Morey, Registered Agent

Date: 2/17/2014

RECEIVED  
DIVISION OF STATE  
CORPORATIONS  
14 FEB 21 PM 2:08