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FLORIDA PROFIT/NON PROFIT CORPORATION  
 MiraclePlace Pasco Tampa Initiative, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
MIRACLEPLACE PASCO TAMPA INITIATIVE, INC.  
(A Not-For-Profit Corporation)**

I, the undersigned, with other persons being desirous of forming a corporation for non-profit purposes, under the provision of Ch. 617 of the Florida Statutes, do agree to the following:

**ARTICLE I**

The name of the Corporation is MiraclePlace Pasco Tampa Initiative, Inc.

**ARTICLE II**

The Corporation shall have no (0) members.

**ARTICLE III**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to Metropolitan Ministries, Inc., a Florida not-for-profit corporation ("Affiliate"), an exempt organization described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and other organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV**

The Corporation's powers shall be limited as follows:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth above. 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 distributing 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 510(o)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States Internal Revenue law).

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ARTICLE V

The Corporation may engage in the following activities only with prior approval of Affiliate:

- (1) Sell, assign, convey, pledge or encumber its interest in Affiliate's real property.
- (2) Amend its Articles of Incorporation or Bylaws.
- (3) Amend in any way its corporate existence, including, but not limited to merger, consolidation, acquisition, or dissolution.
- (4) Borrow money or incur liabilities or any other form of liability in excess of \$50,000.

ARTICLE VI

The Corporation is to exist perpetually.

ARTICLE VII

The address of the initial registered office of the Corporation shall be 2002 N. Florida Avenue, Tampa, Florida 33602. The name of the initial registered agent of the Corporation at such address shall be Kenneth M. Marinik, 2002 N. Florida Avenue, Tampa, FL 33602.

ARTICLE VIII

Section 1. The powers of this Corporation shall be exercised and its affairs conducted by a Board of Directors, the precise number of which shall be set by the bylaws of the Corporation provided that there shall be a minimum of three (3) directors at all times and no more than five (5) directors. Each director shall hold office for the term for which elected and until a successor is selected and qualified. The initial directors, set forth below, shall serve terms as set forth below:

Section 2. The names and addresses of the initial directors who shall serve the term set forth below are:

<u>Name</u>	<u>Address</u>	<u>Term</u>
Rodney Johnson	2002 N. Florida Avenue Tampa, Florida 33602	3 years
Kenneth M. Marinik	2002 N. Florida Avenue Tampa, Florida 33602	3 years
Tim Marks	2002 N. Florida Avenue Tampa, Florida 33602	3 years

Section 3. The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws, and each officer shall hold office until his or her successor is elected and qualified.

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ARTICLE IX

Section 1. The Board of Directors of the Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes, subject to Affiliate approval, as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by Affiliate approval and a 2/3 majority vote of the entire Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE X

Section 1. These Articles of Incorporation may be amended at a special meeting of the directors called for that purpose, by a 2/3 majority vote of the entire Board of Directors, subject to Affiliate approval.

Section 2. Amendments may also be made at a regular meeting of the directors upon notice given, as provided in the Bylaws, and subject to Affiliate approval, of intention to submit such amendments.

ARTICLE XI

Subject to Affiliate approval, the Corporation shall be capable of acquiring by gift, devise, purchase or otherwise, and to hold title and convey, manage and control property of every kind and character whatsoever, whether real, personal or mixed, including every kind of claim, demand and right, and to dispose of the same when deemed expedient and if in the best interest of the Corporation to incur indebtedness and to provide for securing such indebtedness by mortgage or otherwise; to do and perform any and all acts material to the purpose of the Corporation or in any way connected with, growing out of, or deemed expedient for any of the purposes or powers enumerated herein or which may usually belong to a corporation of this character.

ARTICLE XII

The initial street address and mailing address of the Corporation shall be at 2002 N. Florida Avenue, Tampa, Florida 33602.

ARTICLE XIII

No part of the net earnings of the Corporation shall inure to the benefit of any individual director.

No person, firm, or corporation shall be entitled to dividends or profits from the undertaking of the Corporation, and upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to Affiliate and, if Affiliate is no longer a 501(c)(3) exempt organization, to organizations which have qualified for exemptions under Section 501(c)(3) of the Internal Revenue Code, or to the

federal government or to the state or local government, for a public purpose, and none of the assets will be distributed to any member, director, officer or trustee of the Corporation.

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation organized exclusively for asset and title holding purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue law.

ARTICLE XIV

Section 1. Except as set forth in Ch. 617.0831 of the Florida Statutes (as it exists on the date of the adoption of these Articles or as may be amended from time to time), no present or future director of the Corporation shall be personally liable to the Corporation or its affiliate, if any, for monetary damages for any conduct as a director occurring after the date of the adoption of these Articles. No amendment to or repeal of this Section shall adversely affect any right of protection of a director of the Corporation with respect to any acts or omissions of such director occurring after the date of the adoption of this Article and prior to such amendment or repeal of this Section.

Section 2. The Corporation shall indemnify any director or officer of the Corporation, who is involved in any capacity in a proceeding by reason of the position held by such person or entity in the Corporation, to the full extent allowed by Ch. 617.0831 of the Florida Statutes, as presently in effect and as hereafter amended.

Section 3. Any indemnification of a director in accordance with this Article shall be reported to the Board of Directors (and to its affiliates, if any, to the extent required by applicable law) in a written report describing the proceeding and the nature and extent of such indemnification.

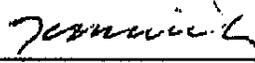
ARTICLE XV

The Corporation may voluntarily wind up and dissolve only by unanimous approval of the Board of Directors and Affiliate. In the event of dissolution, assets of the Corporation shall be distributed to Affiliate.

ARTICLE XVI

The incorporator of the Corporation is Kenneth M. Marinik, 2002 N. Florida Avenue, Tampa, Florida 33602.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand, this 15<sup>th</sup> day of May, 2014, for the purpose of forming the Corporation not for profit.

  
Kenneth M. Marinik, Incorporator

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**CERTIFICATE AND CONSENT TO APPOINTMENT  
OF REGISTERED AGENT**

The undersigned hereby consents to serve as registered agent in the State of Florida for the following corporation: MiraclePlace Pasco Tampa Initiative, Inc. (the "Corporation"). As agent for the Corporation, it will be responsible to accept service of process in the name of the Corporation; to forward all mail and license renewal to the appropriate affiliate of the Corporation; and to immediately notify the Office of the Secretary of State of its resignation or of any change in the address of the registered office of the Corporation for which it is agent.

The address for the Registered Agent is:

Kenneth M. Marinik  
2002 N. Florida Avenue,  
Tampa, FL 33602

DATED May 15, 2014.

By: *Kenneth M. Marinik*  
Kenneth M. Marinik

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