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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FIT FOR A PRINCESS, INC.**

THIS IS TO CERTIFY that the undersigned do hereby associate themselves into a Corporation (hereinafter referred to as the "Corporation") under the laws of the State of Florida, as amended and supplemented, for a lawful purpose other than pecuniary profit as hereafter stated.

ARTICLE I: Name, Principal Office and Registered Agent

1.01 Name The name of the Corporation is Fit for a Princess, Inc.

1.02 Principal Office The location of the principal office of the Corporation in the State of Florida is 12 Cedar Drive, Davenport, Florida 33837.

1.03 Registered Agent The name and address of the registered agent of the Corporation upon whom service of process against the Corporation may be made is Rachel O. Kelly, 12 Cedar Drive, Davenport, Florida 33837.

ARTICLE II: Purposes

2.01 General Purpose The Corporation is organized and shall be operated exclusively for charitable, religious and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, and applicable Treasury Regulations thereunder, as the same may be from time to time amended, supplemented or succeeded, which Code and Treasury Regulations are hereinafter collectively referred to as the "Code".

2.02 Charitable Purpose More specifically, the Corporation shall have the following charitable purposes:

To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the

income therefrom and the principal thereof exclusively for charitable, religious and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, and applicable Treasury Regulations thereunder, as the same may be from time to time amended, supplemented or succeeded.

ARTICLE III Powers

In furtherance of the aforesaid purposes, the Corporation shall have and may exercise the following rights, powers and privileges, in addition to those provided herein in Article III and those conferred by law upon Corporations organized under the laws of the State of Florida, as amended, supplemented and succeeded;

3.01 Exercise of Powers The rights, powers and privileges of the Corporation shall be exercised by its Board of Trustees, and by having one or more offices, employing employees and agents, and establishing branches, subdivisions and agencies in any part of the United States.

3.02 Property Rights This Corporation may obtain and receive, by any lawful means, property for its purposes, and thereafter to hold, invest, reinvest, administer, purchase, construct, lease, use, expend, borrow, donate, lend, pledge, assign, sell, exchange, incorporate, reorganize, convey or otherwise transfer and property, whether real, personal, tangible or intangible, wheresoever located and without limitation as to value, exclusively for such purposes.

3.03 Miscellaneous Alone or in connection with any or all of the Subsidiaries, or with any other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes, rights, powers or privileges of the Corporation; provided, however, that the Corporation may not exercise any rights, power or privilege, express or implied, to the extent such exercise shall

disqualify the Corporation from any exemption from tax or other benefit afforded by qualification as an organization described by Code Section 501(c)(3).

3.04 Plenary Power The Corporation shall have a broad-based charitable purpose, which will include aiding high school students who have insufficient assets and funds in obtaining prom gowns to the students who cannot afford to purchase gowns for their proms.

ARTICLE IV: Limitations; Dissolution

It is the intention of the Corporation at all times to qualify and remain qualified as a Corporation described by Code Section 501(c)(3), exempt from Federal income taxation under Code Section 501(c)(3), to which contributions are deductible under Code Sections 170(c)(2), 2055(a)(2) and 2522(a)(2). Accordingly, notwithstanding any other provision of this Certificate of Incorporation to the contrary, the following limitations shall govern the organization, operation and dissolution of the Corporation:

4.01 The Corporation shall not be conducted or operated for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any member of individual, nor shall any of such net earnings nor any of the property or assets of the Corporation be used other than for the purposes of the Corporation set out in Article 2 of this Certificate of Incorporation.

4.02 No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, (except as otherwise provided by Code Section 501(h)), nor shall the Corporation participate in, or intervene in (by the publishing or distribution of statements or otherwise) any political campaign on behalf of any candidate for public office.

4.03 In the event of liquidation, dissolution, termination or winding up of the Corporation, the Board of Trustees shall, after provision for all liabilities, distribute any remaining assets or property of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the 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.

4.04 During any period in which the Corporation may be classified as a private foundation within the meaning of Code Section 509, the Corporation shall distribute its income at such time and in such manner as to avoid taxation under Code Section 4942, and the Corporation shall not engage in any act of self-dealing (as defined in Code 4941(d)), shall not retain any excess business holdings (as defined in Code Section 4943(c)), shall not make any investments in such manner as to subject the Corporation to tax under Code Section 4944, and shall not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE V: Initial Board of Trustees

The initial Board of Trustees shall consist of three trustees and the names and addresses of the Initial Board of Trustees are as follows:

Rachel O. Kelly, 12 Cedar Drive, Davenport, Florida 33837

Richard Kelly, 40 Pine Avenue, West Long Branch, New Jersey 07764

Sharon Kelly, 40 Pine Avenue, West Long Branch, New Jersey 07764

ARTICLE VI: Incorporator

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

Rachel O. Kelly, 12 Cedar Drive, Davenport, Florida 33837

ARTICLE VII: Indemnification of Corporate Agents

7.01 The Corporation shall indemnify every corporate agent as defined in, and to the full extent permitted by the laws of the State of Florida and to the full extent otherwise permitted by law.

ARTICLE VIII: Limitation on Compensation for Trustees, Members and Officers

No trustee, member or officer of the Corporation will as such receive or become entitled to receive at any time any part of the net earnings or other net income of the Corporation, nor will any part of the net earnings of the Corporation inure to the benefit of any person, except as reasonable compensation for services rendered and reimbursements for expenses incurred in conducting the affairs and carrying out the purposes of the Corporation.

ARTICLE IX: Distribution of Income and Limitations of Financial Dealings

9.01 **Distribution:** The Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on Undistributed Income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent

federal tax laws.

9.02 Self-Dealing: The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

9.03 Excess Business Holdings: The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provision of any subsequent federal tax laws.

9.04 Taxable Investments: The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provision of any subsequent federal tax laws.

9.05 Taxable Expenditures: The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X: Duration of Corporation

The duration of this Corporation is perpetual.

In witness whereof, the undersigned incorporator of the above-named Corporation has hereunto signed this Amended and Restates Articles of Incorporation the 24 th day of November 2014.

Witness:

Rachel O. Kelly
Rachel O. Kelly, Incorporator

State of Florida
County of Polk

The foregoing instrument was acknowledged before me this 24 day of November, 2014
By Rachel O. Kelly
Personally known OR produced identification ✓
Type identification produced NJ Driv. Lic.

Jane Heideman
Notary Public



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ALBANY, NY 12242