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14 JUN -2 AM 8:35
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JANET A. SAMPSON

W14-35315

COVER LETTER

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

SUBJECT: Flamingo Charities, 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: Debra H. Burgess

Name (Printed or typed)

601 Riverside Avenue

Address

Jacksonville, FL 32204

City, State & Zip

904-438-6858

Daytime Telephone number

debra.burgess@fisglobal.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
OF
FLAMINGO CHARITIES, INC.

FILED
SECRETARY OF STATE
OFFICE OF INCORPORATION
14 JUN -2 AM 8:35

The undersigned, acting as incorporator of Flamingo Charities, Inc. under the Florida Not-For-Profit Corporation Act and Section 501(c)(3) of the Internal Revenue Code of 1986, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation is: Flamingo Charities, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

c/o Ronda McPherson
601 Riverside Avenue, Tower Bldg, 12th Floor
Jacksonville, FL 32204

ARTICLE III. DURATION AND COMMENCEMENT

The existence of the Company commences on the date that these Articles of Incorporation are filed with the State of Florida Secretary of State.

ARTICLE IV. PURPOSE

The corporation is organized as a corporation not for profit, exclusively for 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. In furtherance of these purposes, the corporation shall be authorized:

- (a) To promote, support and engage in fundraising activities and events for which all net proceeds are donated to local and national charitable organizations.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

The powers of the corporation are limited by the following provisions of this Article:

- (a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons (including members

if any ever exist), 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 IV hereof.

- (b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), 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.
- (c) 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 qualifying for exemption from federal income tax as an organization described in 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.
- (d) Although the corporation does not expect to be classified as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, in the event that, and for so long as, the corporation is so classified, the corporation:
 - (i) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.
 - (ii) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.
 - (iii) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
 - (iv) Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code.
 - (v) Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE VI. MEMBERS

The corporation shall have no members. All rights granted by law to members shall be vested in the members of the Board of Directors.

ARTICLES VII. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 601 Riverside Avenue, Jacksonville, FL 32204 as the street address of the initial registered office of the corporation and names Ronda McPherson as the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VIII. BOARD OF DIRECTORS

The corporation shall be governed by its Board of Directors. The corporation has three (3) initial directors. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The method of election or appointment of the directors, and the terms for which the directors shall serve, shall be as provided in the bylaws. The names and addresses of the initial directors are:

Ronda McPherson	601 Riverside Avenue Jacksonville, FL 32204
Tammy Carney	601 Riverside Avenue Jacksonville, FL 32204
Serena Smith	3150 Holcomb Bridge Road Norcross, GA 30071

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

Debra H. Burgess
601 Riverside Avenue, Tower Bldg., 12th Floor
Jacksonville, FL 32204

ARTICLE X. DISSOLUTION

In the event of the dissolution of the corporation pursuant to Florida Statutes, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation by transferring such assets to one or more organizations that are exempt under Section 501(c)(3) of the Internal Revenue Code and are engaged in activities of the type described in Article IV above, or to the federal government or a state or local government for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 XI. INDEMNIFICATION

- (a) To the fullest extent not prohibited by law, the corporation shall indemnify each director and officer, and each former director and officer, of the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by such person or imposed on such person in connection with any action, suit or proceeding, or any settlement of an action, suit or proceeding (including any appeal thereof) to which such person may be a party or in which such person may have become involved by reason of being or having been a director or officer of the corporation, or by reason of serving or having served as a director or officer of another corporation at the request of the corporation, whether or not such person is a director, officer or member of the corporation at the time such expenses are incurred, except when such person is finally adjudged guilty of or liable for willful misfeasance or willful malfeasance in the performance of his or her duties on behalf of the corporation; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer, or former director or officer, may be entitled by law, by agreement, by vote of the Board of Directors or otherwise. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses provided herein within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.
- (b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in

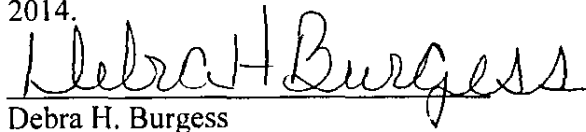
this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

- (c) The Board of Directors may in its discretion provide appropriate liability insurance for officers, directors, employees and/or agents of the corporation, in amounts determined from time to time by the Board of Directors. A decision to provide insurance for some of the aforesaid persons shall not create any duty or obligation to provide insurance for all of the aforesaid persons.

ARTICLE XII. COMPENSATION AND CONFLICTS OF INTEREST

- (a) A director or officer of the corporation may receive reasonable compensation for personal services rendered in that capacity or in any other capacity, so long as the services are reasonable and necessary to carrying out the charitable purposes of the corporation, and may be reimbursed for expenses or advances made for the corporation that are reasonable in character and amount and approved for payment in the manner provided by the bylaws. Provided, however, that the corporation shall make no payment that would constitute "self-dealing" as defined in Section 4941(d) of the Internal Revenue Code or that would be classified as an "excess benefit" under Section 4958 of the Internal Revenue Code.
- (b) The Board of Directors shall adopt a conflict of interest policy that shall apply to the directors and officers of the corporation, and may apply to other employees and/or agents in the discretion of the Board. Unless provided otherwise in such policy, any contract, whether for compensation or otherwise, or other transactions between the corporation and one or more of its directors or officers, or between the corporation and any firm of which one or more of its directors or officers are shareholders, partners or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors, or officer or officers, at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall nevertheless authorize, approve and ratify such contract or transaction by majority vote of the directors present. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

IN WITNESS WHEREOF, the undersigned incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation on May 29, 2014.


Debra H. Burgess

ACCEPT APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for Flamingo Charities, Inc. at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Ronda McPherson

May 29, 2014

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