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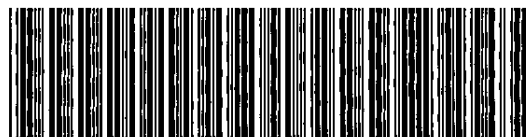
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JOHNSON AND JOHNSON, P.A.

ATTORNEYS AND COUNSELORS AT LAW

8810 GOODBY'S EXECUTIVE DRIVE, SUITE A
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KEITH H. JOHNSON
BOARD CERTIFIED TAX ATTORNEY
CERTIFIED PUBLIC ACCOUNTANT

CHRISTINE M. JONES
ATTORNEY AT LAW
MASTER OF LAWS (LL.M.) TAXATION

R. DENISE JOHNSON
ATTORNEY AT LAW

ADAM L. HEIDEN
ATTORNEY AT LAW
CERTIFIED PUBLIC ACCOUNTANT

RENÉE L. MANKUS
CERTIFIED PUBLIC ACCOUNTANT

June 25, 2014

VIA UPS OVERNIGHT DELIVERY

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: OCEANS OF HOPE FOUNDATION, INC.
FEIN: Pending

Dear Sir and/or Madam:

Enclosed please find the following:

1. Original and one (1) copy of the Articles of Incorporation for the above-referenced proposed Florida not-for-profit corporation; and
2. Our law firm check №. 016071 in the amount of \$78.75 payable to the Department of State, representing the fees for filing and a certified copy.

Please note the effective date shall be **July 1, 2014**.

Thank you in advance for your immediate assistance in this matter.

Sincerely,

Keith H. Johnson

KHJ:rks

Enclosures:
As Stated

c: J. Christopher Sharpe, President
Oceans of Hope Foundation, Inc.

ARTICLES OF INCORPORATION
OF
OCEANS OF HOPE FOUNDATION, INC.,
A CORPORATION NOT-FOR-PROFIT

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DIVISION OF CORPORATIONS
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ARTICLE I

NAME and LOCATION

The name of the corporation is **OCEANS OF HOPE FOUNDATION, INC.** The principal office of the corporation shall be located at 314 Lincoln Avenue, New Smyrna Beach, Florida 32169.

ARTICLE II

PURPOSES

The corporation is and shall be operated exclusively as a private foundation for providing access and assistance to Ocean Sports (e.g. surfing, kayaking, fishing, etc.) for persons with physical and mental disabilities in the State of Florida. The corporation is authorized to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein, including:

(a) To accept, hold, invest, reinvest and administer any gifts, bequests, devises, and property of any sort, without limitation as to amount of value, and to use, disburse, or donate the income or principal thereof for the purposes listed above.

(b) In general, to carry on other legal activity or activities not specifically prohibited to nonprofit corporations under the laws of the State of Florida so long as such activities are permissible to tax-exempt corporations and private foundations under the provisions of Section

501(c)(3) of the Internal Revenue Code of the United States.

The corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from Federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954.

The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the corporation and no part of its earnings shall inure to the benefit of any officer or director of the corporation or other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one [1] or more of its purposes), and no member, director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. The corporation shall not engage in propaganda, attempt to influence legislation, or participate in any manner in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purposes.

The corporation shall distribute its income for each tax 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 of the United States, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of the United States, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of the United States, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of the United States, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of the United States, or corresponding provisions of any subsequent Federal tax laws.

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of the United States and the regulations of the Treasury Department as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may hereafter be amended.

Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation remaining, after payment or provision for payment of all debts and liabilities of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code, or the equivalent provision thereof, and the regulations thereunder, as they may then exist, with the specific organizations to which such funds are distributed.

The corporation shall have all of the rights and powers customary or proper for charitable corporations, as well as those specifically set forth herein. It may receive donations and agree upon the conditions thereof with donors for the purposes within those purposes stated in these Articles. It may from time-to-time invest the funds of the corporation in such property, real, personal, tangible and intangible, as the officers and directors may in their discretion determine. It may buy, own, hold, manage, lease and sell, real and personal property, stocks, bonds, evidences of indebtedness, other choses in action, and undivided interest in any of the foregoing. It may purchase and sell as provided in these Articles for either public or private sale, without order of any court or other authority. It may act through and by agents, and it may act as agent for others. It may act as trustee for gifts and trusts for purposes included within these Articles.

The corporation shall have the power to appoint a fiscal agent, such as a bank or trust company doing business in the Daytona or New Smyrna Beach area of Florida, and may delegate to such agent the care and management, investment and reinvestment of its funds, and the maintenance of its books and records, and may pay to such agent such compensation as may be agreed upon by the Board of Directors and General Staff.

Unless otherwise required by the terms of any contribution to the corporation, the corporation shall have the power, in its discretion, to retain all contributions in the original form in which they may have been received.

ARTICLE III

MEMBERSHIP

The membership of the corporation shall initially consist of four (4) individuals each of whom shall be of lawful age, and demonstrate an interest in the purposes of the corporation.

ARTICLE IV

TERM

The corporation shall have perpetual existence, commencing July 1, 2014.

ARTICLE V

SUBSCRIBER

The name and residence of the subscriber is:

J. CHRISTOPHER SHARPE
314 Lincoln Avenue
New Smyrna Beach, Florida 32169

ARTICLE VI

BOARD OF DIRECTORS

The business affairs of the corporation shall be managed by an initial Board of Directors of four (4) persons, but may be changed consistent with the provisions provided in the By-Laws. The Board of Directors shall always have a minimum of three (3) persons. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws. The initial directors who shall serve until their successors are elected are:

J. CHRISTOPHER SHARPE
314 Lincoln Avenue
New Smyrna Beach, Florida 32169

ALLISON A. SHARPE
314 Lincoln Avenue
New Smyrna Beach, Florida 32169

DANIEL S. PALTJON
15534 Camp DuBois Crescent
WinterGarde, Florida 34787

R. DENISE JOHNSON
8810 Goodby's Executive Drive, Suite A
Jacksonville, Florida 32217

ARTICLE VII

OFFICERS

The officers of the corporation shall consist of a President, one (1) or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the By-Laws. The initial officers shall be **J. CHRISTOPHER SHARPE**, President; **DANNY PALTJON**, Vice-President, **ALLISON A. SHARPE**, Secretary; **R. DENISE JOHNSON**, Treasurer; and they shall serve until their successors shall be duly elected and qualified.

ARTICLE VIII

BY-LAWS

The By-Laws of the corporation shall be made, and may be altered or rescinded, at any meeting of the Board of Directors at which a quorum is present by vote of a majority of the Directors present at such meeting; provided, however, that each member has had thirty (30) days' written notice of the proposed amendment including the time and place of the Board of Directors' Meeting at which said proposal will be presented and voted upon.

ARTICLE IX

REGISTERED AGENT OF

OCEANS OF HOPE FOUNDATION, INC.,

A CORPORATION NOT-FOR-PROFIT

The name and address of this corporation's registered agent are:

KEITH H. JOHNSON, Esquire
Johnson and Johnson, P.A.
8810 Goodby's Executive Drive, Suite A
Jacksonville, Florida 32217

ACCEPTANCE

I, **KEITH H. JOHNSON**, hereby accept the appointment as registered agent of **OCEANS OF HOPE FOUNDATION, INC.**



KEITH H. JOHNSON, Registered Agent

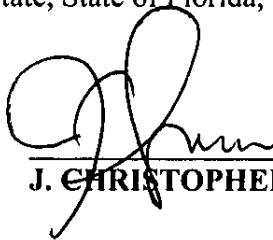
ARTICLE X

AMENDMENT TO ARTICLES

The Articles of Incorporation of the corporation may be amended in the following manner:

(a) At a meeting at which a quorum is present, a vote of the Board of Directors shall be taken on the proposed amendment, and the proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds ($\frac{2}{3}$) of the Directors present at such meeting;

(b) Articles of Amendment shall be executed by the corporation by its President or a Vice-President and by its Secretary or an Assistant Secretary and acknowledged by one (1) of the officers signing such Articles, and such Articles of Amendment shall be delivered, together with all required fees and taxes, to the Department of State, State of Florida, for filing.



J. CHRISTOPHER SHARPE, Subscriber

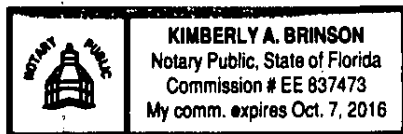
STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared **J. CHRISTOPHER SHARPE**, the above-named subscriber of **OCEANS OF HOPE FOUNDATION, INC.**, a Florida corporation not-for-profit, and acknowledge he is the person in and who executed the foregoing Articles of Incorporation and he acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 18 day of June, 2014.

[NOTARIAL SEAL]



Kimberly A. Brinson
Notary Public - State of Florida