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# CRAMER, PRICE & de ARMAS, P.A.

ATTORNEYS AT LAW

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\*\*ALSO ADMITTED IN WASHINGTON, D.C.

OF COUNSEL: PHILIP A. THARP 1939-2003

August 13, 2014

Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, Florida 32314

Re: The Elevation Foundation, Inc.

To Whom It May Concern:

I am enclosing herewith the following items regarding the incorporation of the above referenced company, to wit:

- 1. Original and one copy of Articles of Incorporation;
- 2. Registered Agent Certificate; and
- 3. A check payable to the Secretary of State in the amount of \$78.75.

Please file these documents and remit the Certificate of Incorporation to the undersigned.

Thank you in advance for your cooperation.

Sincerely

W. CRAMER

CWC/bw Enclosures

Cc: The Elevation Foundation, Inc., Via Email

# ARTICLES OF INCORPORATION

### **OF**

# THE ELEVATION FOUNDATION, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a Corporation for non-profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

## **ARTICLE I: NAME**

The name of this Corporation shall be The Elevation Foundation, Inc.

### **ARTICLE II: PRINCIPAL OFFICE**

The principal office of this Corporation shall be located at 507 N. New York Avenue, Suite 300, Winter Park, Florida 32789.

## **ARTICLE III: PURPOSE**

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). The Corporation's primary purpose is to become financially, morally and spiritually vested in the following charitable efforts and activities:

- 1. to support on a worldwide basis religious, charitable and socially responsible organizations in the furtherance of their stated missions;
- 2. to increase educational opportunities through grants, aid and/or scholarships to students from disadvantaged financial backgrounds; and
  - 3. to engage in any and all lawful activities to accomplish the foregoing purposes

except as restricted herein.

A.

ARTICLE IV: INITIAL REGISTERED

OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida

shall be 1411 Edgewater Drive, Suite 200, Orlando, Florida. 32804. The name of the initial

registered agent of this Corporation at that address is Charles W. Cramer.

**ARTICLE V: RESTRICTIONS** 

No Private Inurement. No part of the earnings or assets of the Corporation shall

inure to the benefit of, or be distributable to, its directors, 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

Article III hereof. The Corporation shall not have capital stock or shareholders.

No Substantial Lobbying. No substantial part of the activities of the Corporation B.

shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

C. No Political Campaigning. The Corporation shall not participate in, or intervene in

(including the publishing or distribution of statements), any political campaign on behalf of or in

opposition to any candidate for public office.

D. Irrevocable Dedication. The income and assets of the Corporation shall be

irrevocably dedicated to its exclusive purposes.

ARTICLE VI: DIRECTORS

Number. The Directors of the Corporation shall consist of not fewer than three (3) Α.

The Elevation Foundation, Inc. Articles of Incorporation

Directors and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

B. <u>Initial Directors</u>. The initial Board of Directors are as follows:

T. Christopher King 507 N. New York Avenue Suite 300 Winter Park, Florida 32789

Paul Morgan 507 N. New York Avenue Suite 300 Winter Park, Florida 32789

Charles W. Cramer 507 N. New York Avenue Suite 300 Winter Park, Florida 32789

- C. <u>Powers</u>. The Board of Directors shall govern the Corporation, and shall have all the rights and powers granted to it as outlined in the Corporation's Bylaws.
- D. <u>Term.</u> The term of each member of the Board of Directors shall be as established in the Bylaws.
- E. <u>Election</u>. The method of electing the Board of Directors shall be contained in the Bylaws.

### ARTICLE VII: INCORPORATOR

The name and address of the incorporator of this Corporation is:

Charles W. Cramer, Esq. 1411 Edgewater Drive Suite 200 Orlando, Florida 32804 ARTICLE VIII: DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed to one or more

organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or shall

be distributed to the Federal Government, or to a state or local government, for a public purpose.

**ARTICLE IX – MEMBERS** 

This Corporation shall not have any members.

ARTICLE X – POWERS

A. General. The Corporation shall have all the rights and powers customary

and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated

in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the Articles of

Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by

a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue

Code, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or

(B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future

United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or

administer property for the purposes stated in Article III of the Articles of Incorporation,

including the power to act as trustee.

ARTICLE XI – LIMITATION OF LIABILITY

A. Limitation. The personal liability is hereby eliminated entirely of a director to

The Elevation Foundation, Inc. Articles of Incorporation the Corporation for monetary damages for breach of duty of care or other duty as a director;

provided that such provision shall not eliminate or limit the liability of a director: (i) for any

appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii)

for acts or omissions not in good faith or which involve intentional misconduct or a knowing

violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv)

for any transaction from which the director derived an improper personal benefit; or (v) for any

excise tax prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the

corresponding provisions of any future United States Internal Revenue law, and not restricting

the Corporation from providing insurance in connection with such excise taxes).

B. No Effect on Prior Liability. Such provision shall not eliminate or limit the

liability of a director for any act or omission occurring prior to the date of the Articles of

Incorporation when such provision becomes effective.

C. Amendment. Any repeal or modification of the provisions of this Article shall be

prospective only, and shall not adversely affect any limitation on the personal liability of a

director of the Corporation with respect to any act or omission occurring prior to the effective

date of such repeal or modification, and must be approved by ninety percent (90%) of the

directors present at a duly noticed meeting with a quorum present. In the event of any

amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination

or limitation of liability of directors, then the liability of a director of the Corporation shall be

limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code,

in addition to the limitation on personal liability provided herein.

The Elevation Foundation, Inc. Articles of Incorporation D. <u>Severability</u>. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

The undersigned incorporator has made and subscribed these Articles of Incorporation this 13th day of August, 2014.

Charles W. Cramer, Incorporator

## **ACCEPTANCE AS REGISTERED AGENT**

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §607.0505 of the Florida Statutes.

Done this 13<sup>th</sup> day of August, 2014.

harles W. Cramer, Registered Agent