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## REMEMBER THE CHILDREN OF AMERICA, INC.

September 13, 2014

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

Re: Remember The Children Of America, Inc.

Please find enclosed the original Articles of Incorporation for the above referenced corporation, along with two (2) copies.

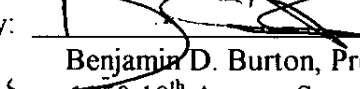
Please file the original Articles of Incorporation upon receipt, with a filing date retroactive to the date of September 13, 2014. Once filed please return the duly endorsed copy to the undersigned.

Enclosed is a check/money order in the amount of \$70.00 to cover the applicable fees.

Please contact the undersigned us should there be any problems or questions regarding these documents.

Sincerely,

Remember The Children Of America, Inc. (R.C.A.)

By:   
Benjamin D. Burton, President  
1150 10<sup>th</sup> Avenue S  
St. Petersburg, Florida 33705  
727-645-8797

## ARTICLES OF INCORPORATION

OF

### REMEMBER THE CHILDREN OF AMERICA, INC.

The undersigned Benjamin D. Burton is acting as incorporator of a nonprofit corporation under the Florida Statutes 617.1006 adopts the following articles of incorporation:

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14 SEP 18 PM 2:26  
CLERK OF DISTRICT COURT  
11th JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

#### Article I: Name

The name of this corporation shall be **Remember the Children of America, Inc.** for convenience; the corporation shall be referred to in this instrument as "R.C.A".

#### Article II: Principal Office

The place in this state where the principal office of the corporation is to be located is **1150 10<sup>th</sup> Avenue South, St. Petersburg, Florida 33705**, Pinellas County.

#### Article III: Detailed Description of Purposes

- (a) The specific and primary purposes for which this corporation is formed are as follows:  
This corporation is organized exclusively for charitable purposes or for religious purposes or for scientific purposes or for literary or educational purposes specifically for the advancement, support and encouragement of at risk children and young adults through various means such as, but not limited to, sports, academics, work experience, including, for such purpose or purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.
- (b) The general purposes for which this corporation is formed are as follows:
  - (1) To acquire or otherwise, own, and enjoy in fee simple, or otherwise, any personal, real or mixed property necessary for the uses and purposes of this corporation; and to dispose of the same at the pleasure of the corporation and for the users and purposes for which this corporation is formed.
  - (2) To enter into all lawful contracts and obligations essential or convenient for the transaction of the affairs of the corporation and to borrow money and issue notes, bills and evidence of indebtedness or mortgage, as the corporation may deem advisable, within the limits approved by its bylaws, and do any other thing necessary, suitable and proper for the accomplishment of any objects specified here or which may at any time appear conducive to or expedient for the interests or benefits of this corporation or its members.

(3) To expend monies received, collected or earned by this corporation from all sources for the payment and discharge of all costs and obligations incurred by the corporation in carrying out the purposes for which this corporation is formed.

(4) To do all lawful things and acts which this corporation at any time shall, in the discretion of the directors deem to be in the best interest of the members and to pay all costs and expenses in connection with these acts.

#### **Article IV: Duration**

The corporation shall have perpetual duration.

#### **Article V: Tax Exemption Requirements**

(a) The corporation is organized and operated exclusively for the purposes set forth herein.

(b) Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

#### **Article VI: Restrictions on Private Foundations**

Notwithstanding any other provision in these Articles, if this corporation is deemed or determined to be a "private foundation" within the meaning of section 509 of the Internal Revenue Code, then this corporation shall be subject to the following limitations and restrictions:

(a) The corporation shall 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 the corresponding section of any future federal tax code.

(b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Article VII: NO Members

The corporation shall NOT have a membership distinct from the Board of Directors.

#### Article VIII: Registered Office and Agent

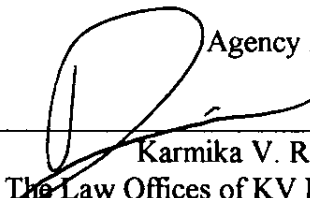
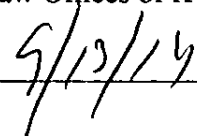
Pursuant to the provision of section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered office/Registered Agent in the State of Florida.

The name of the corporation: **Remember the Children of America, Inc.**

The name and address of the registered agent and office are:

The Law Offices of K.V. Rubin, PA  
111 Second Avenue NE, Suite 341  
St. Petersburg, Florida 33701

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Agency Accepted:  
By  Karmika V. Rubin, Esq.  
The Law Offices of K.V. Rubin, PA  
Date: 

## **Article IX: Board of Directors**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted, by a Board of Directors. The number of directors of the corporation shall be three; provided, however, that the number of directors can be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The directors named in these articles as the first Board of Directors shall hold office until the first meeting of members to be held on a future date at 1150 10<sup>th</sup> Avenue South, St. Petersburg, Florida 33705, at which time an election of directors shall be held.

Directors elected at the first annual meeting and at all times thereafter shall serve for a term of one year until the second annual meeting of members following the election of directors and until the qualification of their successors in office.

Annual meetings shall be held at 1:00 on August 1st of each year at the principal office of the corporation or as such other places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all the members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the Board. Such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial directors are:

<u><b>Name</b></u>	<u><b>Address</b></u>
Benjamin D. Burton	1150 10 <sup>th</sup> Avenue South, St. Petersburg, Florida 33705
Diontavius Burton	1150 10 <sup>th</sup> Avenue South, St. Petersburg, Florida 33705
Surrie Hammond	5151 6 <sup>th</sup> Avenue South, St. Petersburg, Florida 33712

## **Article X: Incorporators**

The name and address of the incorporator is:

<u><b>Name</b></u>	<u><b>Address</b></u>
Benjamin D. Burton	1150 10 <sup>th</sup> Avenue South, St. Petersburg, Fl 33705

## **Article XI: Officers**

The Board of Directors shall elect the president, vice president, treasurer, secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
Benjamin D. Burton, P	1150 10 <sup>th</sup> Avenue South, St. Petersburg, FL 33705
Diontavius Burton, S	1150 10 <sup>th</sup> Avenue South, St. Petersburg, Florida 33705
Surrie Hammond, VP, T	5151 6 <sup>th</sup> Avenue South, St. Petersburg, Florida 33712

## **Article XII: Bylaws**

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Statutes 617.1006 concerning corporation action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the Board of Directors or by following the procedures set forth for such action in the bylaws.

## **Article XIII: Property and Profits**

The property of this corporation is irrevocably dedicated to the purposes set forth in Article III herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article III herein.

## **Article XIV: Distribution Upon Dissolution**

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a 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 such court shall determine, that are organized and operated exclusively for such purposes.

## **Article XV: Amendments**

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a

vote of 50% of a quorum of members of the corporation.

**Article XVI: Limited Liability of Directors and Officers**

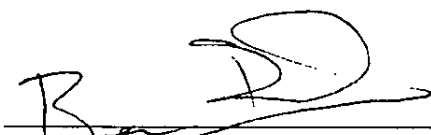
The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of Florida shall not be denied or limited by the bylaws.

**Article XVII: Effective Date**

The effective date of these Articles of Incorporations shall be Septmeber \_\_, 2014.

I, the undersigned, being the incorporator of this corporation for the purpose of forming this nonprofit charitable corporation under the laws of Florida have executed these articles of incorporation on Septmeber \_\_, 2014.

By: \_\_\_\_\_

  
Benjamin D. Burton, President

FILED  
14 SEP 18 10:26  
CLERK OF CIRCUIT COURT  
JANUARY 14, 2015  
ALL ORANGE COUNTY, FLORIDA