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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

1/4

## COVER LETTER

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

SUBJECT: **Greatest Exchange, 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: **Kelly Ray**  
Name (Printed or typed)

**3780 Burnt Pine Drive**  
Address

**Jacksonville, FL 32224**  
City, State & Zip

**904-535-2098**  
Daytime Telephone number

**kellyray46@gmail.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  
GREATEST EXCHANGE, INC.

APPROVED  
AND  
FILED  
14 NOV 20 AM 11:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, acting as incorporator, submit the following Articles of Incorporation for the purpose of forming a nonprofit corporation pursuant to Chapter 617 of the Florida Statutes, and hereby certify that:

**ARTICLE 1: Name.** The name of the corporation is Greatest Exchange, Inc. hereinafter referred to as "the Corporation."

**ARTICLE 2: Principal Place of Business.** The principal place of business and mailing address of the Corporation is 3780 Burnt Pine Dr. Jacksonville, Florida 32224.

**ARTICLE 3: Duration.** The period of its duration is perpetual.

**ARTICLE 4: Purposes.** The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (hereinafter "Code"), including crossing cultures, countries and worlds by bringing students from all over the globe together with American families to experience a unique summer work program in the United States.

The Corporation may do any and all lawful acts which may be necessary or useful for the furtherance of religious and charitable purposes.

The Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any religious and charitable organization or organizations, exclusively for religious or charitable purposes.

**ARTICLE 5: Tax Exempt Provisions.** The property of this Corporation is irrevocably dedicated to religious, charitable and educational purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, 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 Code or by a corporation contributions to which are deductible under Section 170 of the Code.

In the event the Corporation is found to be in any one year a "private foundation" as defined by Section 509 (a) of the Code, it shall be (1) required to distribute its income for such taxable year at such time and in such manner as not to subject the Corporation to taxation under Section 4942 of the Code; (2) prohibited from any act of "self-dealing" as defined in Section 4941(d) of the Code; (3) prohibited from retaining any "excess business holdings" as defined by Section 4943(c) of the Code; (4) prohibited from making any investments in such manner as to subject the Corporation to taxation under Section 4944 of the Code; and (5) prohibited from making any taxable expenditure as defined in Section 4945(d) of the Code.

Upon dissolution or winding up of the Corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code as determined by the Board of Directors. Any such assets not so disposed of shall be disposed of exclusively for such exempt purposes by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located.

**ARTICLE 6: Registered Agent.** The initial registered agent shall be Kelly Marie Ray. Her address in Florida is 3780 Burnt Pine Dr. Jacksonville, Florida 32224.

**ARTICLE 7: Board of Directors.** The manner in which the directors of the Corporation shall be elected by a majority vote of directors present at a regular meeting of the Board, or at a special meeting of the Board convened for that purpose; all governance provisions, not expressly addressed in these Articles, shall be as provided in the Bylaws of the Corporation.

**ARTICLE 8: Initial Board of Directors.** The number of directors constituting the initial Board of Directors shall be three (3). The name and address of the persons who are to serve as the initial Board of Directors until the first annual meeting or until their successors shall be appointed and qualified are:

NAME	ADDRESS
Kelly Ray	3780 Burnt Pine Dr. Jacksonville, Florida 32224
Richard Ray	337 Charlemagne Circle Ponte Vedra Beach, FL 32082
Meredith Edney	1112 Idedell Circle, Homewood, AL 35216

**ARTICLE 9: Limitation on Liability.** To the fullest extent permitted by Chapter 617 of the Florida Statutes, as now in effect or as may hereafter be amended, no director or officer of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief would be inconsistent with any provision applicable to corporations described in Section 501(c)(3) of the Code.

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ARTICLE 10: Incorporator. The name and address of the incorporator is:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NAME

DAVID RAY, CPA

ADDRESS

936 WEST TENNESSEE TR.  
ST. JOHNS, FL 32259

IN WITNESS WHEREOF, the undersigned incorporator has set his hand this 17<sup>th</sup> day of November 2014.

BY:

David Ray, CPA  
11/17/14, Incorporator

IN WITNESS WHEREOF, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned registered agent is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

BY: Kelly Ray

[Signature], Registered Agent

Date 11/17/14