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COVER LETTER

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

SUBJECT: Tears to Freedom, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☒ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Adrian Katrina Bishop
Name (Printed or typed)

498 Selman Road
Address

Quincy, Fl. 32351
City, State & Zip

850-591-5280
Daytime Telephone number

Adrianbishop01@aol.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

Tears to Freedom, Inc.

The name of the corporation shall be: _____

ARTICLE II PRINCIPAL OFFICE

Principal street address

mailing address, if different is:

498 Selman Road
Quincy, Fl. 32351

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: __Tears to Freedom, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation consists of an association of organizations (being organizations which are members of the corporation involved in and actively engaged in providing relief for the hungry, the homeless, the poor, the distressed, the abused, the disabled and the underprivileged, without regard to race, creed, ethnicity or natural origin..

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed is provided in the bylaws of the corporation.

ARTICLE FOUR: DIRECTORS

1. **Definition of Board of Directors:** The Board of Directors is that group of person vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.

2. **Structure of Board:** The Board of Directors of this Corporation will constitute a single class.

3. **Qualifications of Directors:** The qualifications for becoming and remaining a Director of this Corporation are as follows:

(a) Directors need not be residents of the State of Florida.

(b) Director must be an active board member in the Corporation with meetings and administrative enforcement of the business and affairs of the Corporation.

4. **Number of Directors:** The number of this Corporation shall be three (3).

5. **Terms of Directors:** (a) After calendar year 2015 Directors shall be elected for a term of one (1) year at the first annual meeting held in February of each year. Each elected Director may be elected for a maximum of two (2) additional one (1) year terms. Each Director will hold office for the term for which the elected and until a successor has been selected and qualified.

If a Director has served the maximum of three (3) terms provided for in the paragraph above, and a qualified successor is not available, the Board may, by majority vote, extend the term of the Director for another year.

(c) A Director shall automatically be removed from office, without a vote of the Board of Directors, when he fails, without proper notice or reason provided to an officer of the Corporation, to attend two consecutive meetings of the Board of Directors. A Director may be removed at any other time when such an action will serve the best interests of this Corporation by a 2/3 vote of a quorum of the Board of Directors.

6. **Vacancies on the Board:** Resignation of Directors will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy occurring in the board of Directors, and any directorship to be filled by reason of an increase in the number of Directors, will be filled by appointment by a majority of the remaining Board of Directors. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

7. **Place of Directors' Meetings:** Meetings of the Board of Directors, regular or special, will be held at the registered office of this corporation or at any other place within the State of Florida, as provided or such place or places as the Board of Directors designates by resolution duly adopted.

8. **Regular Directors' Meetings:** Regular quarterly meetings of the Board of Directors will be held on the third (3rd) Thursday of January, April, July and October of each year. Should any such day in any year constitute a legal holiday for all businesses then the meeting will be held instead on the following Thursday. This provision of the Bylaws constitutes notice to all Directors of regular meetings for all years and instances, and no further notice shall be required although such notice may be given.

9. **Notice of Special Directors' Meetings:** Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than ten (10) days nor more than twenty (20) days before the date of the meeting, either personally or by first class

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mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at this address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

10. **Call of Special Board Meetings:** A special meeting of the Board of Directors may be called by either:
 - (a) The President; or
 - (b) A number constituting a quorum of the Board of Directors.
11. **Waiver of Notice:** Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
12. **Quorum of Directors:** A majority of the whole Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required under the provisions of the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Adrian Bishop, President
498 Selman Road
Quincy, Florida 32351

Name and Title: Kysha Fedd, Director
3040 Bright Eagle Drive
Jacksonville, Florida 32226

Name and Title: Cecelia Knight, Director
159 Monroe Creek Drive
Quincy, FL 32351

Name and Title: Jeffrey Wooden, Director
12 West Washington Street
Quincy, Florida 32351

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Name and Title: _____ Name and Title: _____

Address _____ Address: _____

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Article VI Limitations

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.

Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.

Dedication of Assets

Upon the dissolution, termination, or winding up of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, 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 to to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Nonprofit Operations- Compensation:

This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will distributed to its Members, Directors or Officers. However, the Corporation may pay compensation in a reasonable amount to Officers or Directors for services rendered.

ARTICLE VI REGISTERED AGENT

The name and Florida Street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Adrian Bishop

Address: 498 Selman Road
Quincy, Florida 32351

(If an effective date is listed, the date must be specific and cannot be more than five business days prior or 90 business days after the filing.)

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Adrian Bishop

Address: 498 Selman Road
Quincy, Florida 32351

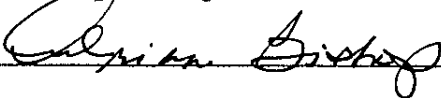
Note: If the date inserted in applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing:

Signature/Registered Agent



Required

09/29/2015

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Required Signature/Incorporator

09/29/2015
Date

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