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COVER LETTER

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

SUBJECT: Ribbons of Love, 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: Thomas O. Wells, Esq.

Name (Printed or typed)

540 Biltmore Way

Address

Coral Gables, FL 33134

City, State & Zip

305-444-0016

Daytime Telephone number

mechelle@twellsllaw.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
FOR
RIBBONS OF LOVE, INC.**

FILED
15 NOV 30 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a not-for-profit corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I
Corporate Name**

The name of the corporation shall be **RIBBONS OF LOVE, INC.** (hereinafter referred to as the "Corporation").

**ARTICLE II
Principal Office**

The mailing and street address of the Corporation's principal office shall be located at 1704 Lake Clay Drive, Lake Placid, Florida 33852.

**ARTICLE III
Purpose**

The Corporation is organized and operated for the purpose of exclusively engaging in exempt function activities as authorized by the not-for-profit corporation laws of the State of Florida and as a tax-exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). Without in any way limiting the foregoing general stated purpose of the Corporation, the Corporation shall specifically do the following:

A. provide support, donations and housing, clothing, food, toiletries, toys and school supplies to the students and residents of, and to, Hogar de Niñas Madre Albertina (translated from Spanish into English as the Mother Albertina Girls Home) (the "Girls Home") located in Granada, Nicaragua which is a school and home for school-aged girls ranging from ages 4 to 18 who are social orphans because they are not able to live with family members due to mistreatment, abuse, rape, drugs and/or prostitution and the Girls Home is run by an order of Catholic nuns called Madre Albertina;

B. provide support to, and raise funds to support, the Girls Home and its students and residents;

C. provide aid and other items (such as a wheel chair, etc.) to the poor and destitute who live in poverty in the area that is in, and adjacent to, Granada, Nicaragua; and

D. solicit and accept by subscription, gift, grant, donation or bequest, money and property from any member of the general public and from any firm, association, foundation or

corporation, including without limitation any municipal, county, state or national government, or other governmental unit or instrumentality thereof for the purposes stated herein.

ARTICLE IV **Powers; Restrictions**

A. **Powers.** The Corporation shall possess and exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or appropriate to the conduct, promotion or attainment of the purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.

B. **Exercise of Powers; Restrictions.** The Corporation, its Board of Directors and its members shall transact the business of the Corporation only in the following manner:

1. No portion of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or any other private person, with the exceptions 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 herein.

2. The Corporation shall at all times operate as a not-for-profit corporation according to the laws of the State of Florida, and at no time shall issue any shares or pay any dividends to its members.

3. The Corporation shall be operated exclusively for charitable or educational purposes with a secular intent within the meaning of Section 501(c)(3) of the Code and the applicable Treasury Regulations thereunder.

4. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

5. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and applicable Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and applicable Treasury Regulations as they now exist or as may be amended or (iii) by a not-for-profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE V
Membership

The Corporation may have members, and such membership shall be distinct from the Board of Directors of the Corporation. Further, the authorized number and qualification of the members, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, their liability for dues and assessments and the method of collection thereof shall be set forth by the Board of Directors in Bylaws.

ARTICLE VI
Term of Existence

The Corporation shall exist perpetually.

ARTICLE VII
Incorporator

The name and address of the undersigned incorporator is:

NAME
Terri G. Kibler

ADDRESS
1704 Lake Clay Drive
Lake Placid, Florida 33852

ARTICLE VIII
Board of Directors

The Corporation shall have at least three (3) members of its Board of Directors in accordance with Section 617.0803(2), Florida Statutes. The powers of the Corporation shall be exercised, its assets controlled and its affairs managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the By-Laws.

ARTICLE IX
Dissolution

Upon the dissolution or winding up of the affairs of the Corporation, all assets remaining after payment, or provision of payment, of all debts and liabilities of the Corporation, shall be distributed in the sole discretion of the Board of Directors to one or more not-for-profit funds, foundations, trusts, corporations or other organizations to be devoted to similar purposes as the Corporation and which are exempt from United States income taxes as a Code Section 501(c)(3) charitable organization.

ARTICLE X
Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation shall be enacted in accordance with the terms of the Corporation's Bylaws. Members of the Corporation shall not be entitled to vote on any amendments to these Articles of Incorporation.

ARTICLE XI
Amendments to By-Laws

The Bylaws of the Corporation may be made, altered, or rescinded by the Board of Directors of the Corporation as provided in the Bylaws.

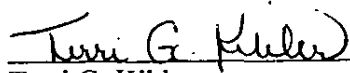
ARTICLE XII
Indemnification

Every director and officer of the Corporation and every member of the Corporation serving the Corporation at its request shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation, or by reason of his or her serving or having served the Corporation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

ARTICLE XIII
Registered Agent and Office

The name of the Corporation's initial registered agent is Wells & Wells, P.A. and the street and mailing address of the Corporation's initial registered office in Florida is 540 Biltmore Way, Coral Gables, Florida 33134.

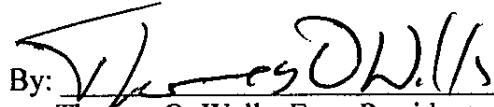
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 22nd day of November, 2015.


Terri G. Kibler

ACCEPTANCE AS REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of **RIBBONS OF LOVE, INC.**, a Florida not-for-profit corporation, and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and represents that it is familiar with and accepts the obligations of the position as registered agent as provided in Chapter 617, Florida Statutes.

REGISTERED AGENT
Wells & Wells, P.A.

By: 
Thomas O. Wells, Esq., President

FILED
15 NOV 30 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA