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1115-74121

MD 1/13



PHILIP M. SPRINKLE II
t: (404) 962-3573
f: (866) 811-7365
e: psprinkle@balch.com

October 23, 2015

VIA FEDERAL EXPRESS

Florida Department of State,
Division of Corporations
2661 Executive Center Circle
Clifton Building
Tallahassee, Florida 32301

Re: The Pearl Foundation, Inc.

Dear Sir/Madam

Enclosed please find the signed original Articles of Incorporation (inclusive of an original Registered Agent acceptance) for our client, The Pearl Foundation, Inc. Also enclosed please find a check from our law firm in the amount of \$78.75 to cover the costs of (a) filing fees, (b) registered agent registration and (c) issuance of a certified copy of the filed Articles of Incorporation. Please send the certified copy to my attention at the above address as we need to submit the certified Articles of Incorporation to the Internal Revenue Service as part of the filing of the Form 1023, Application for Recognition of Tax-exempt Status Under Section 501(c)(3) of the Internal Revenue Code. We have included a second signed original of the Articles of Incorporation in order to facilitate the return of the certified copy.

Thank you for your time and attention to this matter. Of course, should you have any questions or concerns, please do not hesitate to contact me. For your information, my cell number is (804) 241-6275. With best regards, I am

Yours very truly,

Philip M. Sprinkle II

Philip M. Sprinkle II
Florida Bar Number: 724890

PMS:jm
Enclosures

cc: Ms. Debbie Finnel
Ms. Toni Poggi



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 10, 2015

BALCH & BINGHAM LLP
ATTN: PHILIP M. SPRINKLE II
30 IVAN ALLEN JR. BLVD.N.W., SUITE 700
ATLANTA, GA 30308-3036

SUBJECT: THE PEARL FOUNDATION, INC.
Ref. Number: W15000074121

We have received your document for THE PEARL FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 115A00023792



PHILIP M. SPRINKLE II
t: (404) 962-3573
f: (866) 811-7365
e: psprinkle@balch.com

December 11, 2015

VIA FEDERAL EXPRESS

Florida Department of State,
Division of Corporations
2661 Executive Center Circle
Clifton Building
Tallahassee, Florida 32301

Re: The Pearl Mae Foundation, Inc.

Dear Sir/Madam

Enclosed please find a replacement copy of the signed original Articles of Incorporation (inclusive of an original Registered Agent acceptance) for our client, The Pearl Mae Foundation, Inc. Also enclosed please find Letter Number: 115A00023792 from Ms. Dickey of your office. Apparently, the name associated with this client's original filing was too similar to an existing corporate name that the Division of Corporations requested a change. The revised Articles are enclosed. Based on telephone conversations with your office, we understand that this newly named entity will be sufficiently distinctive that the Articles of Incorporation will be adopted. Although insignificant, the proposed Registered Agent was also changes to our Firm's Jacksonville office from which I also work.

Please now process these Articles of Incorporation. We understand that no additional fee is needed if we are responding within 60 days of the date of the above-referenced Letter (November 10, 2015), and we are. Please also send the certified copy to my attention at the above address in Atlanta as we need to submit the certified Articles of Incorporation to the Internal Revenue Service as part of the filing of the Form 1023, Application for Recognition of Tax-exempt Status Under Section 501(c)(3) of the Internal Revenue Code. We would like to complete this filing with the Internal Revenue Service before year end. We have included a second signed original of the Articles of Incorporation in order to facilitate the return of the certified copy.

Florida Department of State
December 11, 2015
Page 2

Thank you for your time and attention to this matter. Of course, should you have any questions or concerns, please do not hesitate to contact me. For your information, my cell number is (804) 241-6275. With best regards, I am

Yours very truly,

Philip M. Sprinkle II

Philip M. Sprinkle II
Florida Bar Number: 724890

PMS:jm
Enclosures

cc: Ms. Debbie Finnel
Ms. Toni Poggi



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 16, 2015

BALCH & BINGHAM LLP
ATTN: PHILIP M. SPRINKLE II
30 IVAN ALLEN JR. BLVD.N.W., SUITE 700
ATLANTA, GA 30308-3036

SUBJECT: THE PEARL MAE FOUNDATION, INC.
Ref. Number: W15000074121

We have received your document for THE PEARL MAE FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Correct the name in parentheses.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 115A00023792

BALCH

& BINGHAM LLP

PHILIP M. SPRINKLE II
t: (404) 962-3573 (888) 360-9093
f: (866) 811-7365
e: psprinkle@balch.com

January 7, 2016

VIA FEDERAL EXPRESS

Florida Department of State,
Attention: Ms. Maryanne Dickey, Regulatory Specialist II
New Filing Section, Division of Corporations
2661 Executive Center Circle
Clifton Building
Tallahassee, Florida 32301

Re: Letter Number 115A00023792

Dear Ms. Dickey:

Thank you for your letter of December 16, 2015. On behalf of the The Pearl Mae Foundation, Inc. (the "Corporation"), I am pleased to return the now revised Articles of Incorporation that have been corrected per your instructions. The Corporation's effective date has not been modified. We appreciate your advice regarding the benefit of using a January 1 effective date. However, our client believes that the prior effective date is important despite the fact that it will trigger the need for a new Annual Report filing in calendar year 2016.

Please file the attached at your earliest convenience. Should you have any additional questions or concerns, please do not hesitate to contact me.

Best regards,

Philip M. Sprinkle II
Philip M. Sprinkle II

PMS/ljb

Enclosure

RECEIVED
JAN 10 2016
FEDERAL EXPRESS

**ARTICLES OF INCORPORATION
OF
THE PEARL MAE FOUNDATION, INC.**

The Pearl Mae Foundation, Inc. is a Florida not for profit corporation under the provisions of Chapter 617, Corporations Not for Profit, of Title 36 of the Florida Statutes, as amended, and sets forth the following:

**ARTICLE I
NAME**

The name of the corporation shall be: The Pearl Mae Foundation, Inc. (hereinafter, The Pearl Mae Foundation, Inc. shall be referred to as the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation shall be 775 West Indiantown Road, Suite 4, Jupiter, FL 33458.

**ARTICLE III
POWERS**

The Corporation shall have the powers conferred upon not for profit corporations by Chapter 617 of Title 36 of the Florida Statutes, as it exists on the date hereof, or as amended, and, therefore, the Corporation shall have the power to transact any business not prohibited by law or required to be stated herein; provided, however, that, notwithstanding the foregoing, the Corporation shall not, under any circumstances, execute any power or transact any business which could be in conflict with Section 501(c) of the Internal Revenue Code of 1986, as amended (the "Code"); provided further, that the Corporation may not: (a) engage in any act of "self-dealing," as defined in Section 4941(d) of the Code, which would give rise to any liability for the tax imposed by Section 4941(a); (b) retain any "excess business holdings," as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a); (c) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a); and make any "taxable expenditures," as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a). The Corporation shall, for each taxable year, distribute amounts in accordance with the Purposes described in Article IV below, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.

ARTICLE IV **PURPOSES**

The Corporation is organized to foster and support charitable, scientific, literary, medical and educational purposes within the meaning of Section 501(c) of the Code (or any corresponding provision of the Code as from time to time may be enacted). The Corporation is specifically established to serve as private foundation and its sole operative purpose, by and through various means, shall be to benefit the citizens of South Florida and other locations who are in need of food, financial assistance, transportation, care coordination, or education. The Corporation will provide these benefits regardless of the beneficiaries' sex, religion, handicap, race, national origin, sexual orientation, or other discriminating factors including insured or non-insured status.

ARTICLE V **TAX-EXEMPT OPERATIONS**

Except as otherwise restricted by these Articles of Incorporation, the Corporation shall have and may exercise all powers and authorities now or hereinafter conferred upon not for profit corporations under the laws of the State of Florida, as amended. However, no part of its net earnings shall inure to the benefit of any incorporator, Director, Officer, employee or agent of the Corporation or any other private individual; provided, however, that reasonable compensation may be paid for services rendered to, for, or on behalf of the Corporation effecting one or more of the Corporation's purposes. No incorporator, Director, Officer, employee or agent or other private individual shall be entitled to share in the distribution of any corporate assets upon its dissolution. Furthermore, no part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as and to the extent permitted by the provisions of the Code, or similar statutes, for organizations exempt from federal income taxes pursuant to Section 501(c)(3) of the Code or similar statutes), and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of any candidates of public office.

ARTICLE VI **MEMBERS**

The Corporation shall have no members. Its governance and operations will be supervised by a Board of Directors selected from the community as provided in the Bylaws of the Corporation as adopted and amended from time to time.

ARTICLE VII **DIRECTORS**

Except for the initial Board of Directors described herein, the governance and operations of the Corporation will be supervised by a Board of Directors composed of individuals appointed or elected, as the case may be, by the self-perpetuating Board of Directors of the Corporation as provided in the Bylaws of the Corporation. The Board of Directors of the Corporation shall consist of not less than three (3), but no more than fifteen (15), persons. The elected directors

shall be subject to staggered term provisions, as defined in the Bylaws adopted by the Corporation.

The initial Board of Directors responsible for the governance and operation of the Corporation from and after its incorporation and until such time as Bylaws have been adopted and a new or additional members of the Board of Directors are elected or appointed, as the case may be, pursuant to the provisions of the Bylaws will consist of the following individuals, each of whom shall be authorized to act as a Director of the Corporation from and after the date of incorporation and which individuals shall sometimes be collectively referred to herein as the "Initial Directors" and all of whom shall be considered to be Appointed Directors:

NAME	ADDRESS
Ms. Lori A. Mallory	8414 w 145 th Street Overland Park, KS 66223
Dr. Pepe Armas	775 West Indiantown Road, Suite 4 Jupiter, FL 33458
Ms. Debra Finnel	13312 150th Court N. Jupiter, FL 33478
Mr. Brent Hood	6655 S. W. Gaines Avenue Stuart, Florida 34997
Mr. Philip Sprinkle	205 Lock Lane Richmond, Virginia 23226

ARTICLE VIII **DISSOLUTION**

Upon the dissolution of the Corporation and as long as the Corporation has no members, the Board of Directors shall, after a majority vote of the then current directors, adopt a plan of distribution of the assets of the Corporation and the same shall be filed with the Florida Department of State. Such plan of distribution of assets shall provide for the payment of or make provision for the payment of all liabilities of the Corporation, convey, for public purposes consistent with the purposes of the Corporation, any remaining assets of the Corporation to an organization or organizations chosen by the Directors which is then exempt from federal income taxation under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of in a manner consistent with the provisions of Section 617.1406 of the Florida Statutes, as it exists on the date hereof, or as amended.

ARTICLE IX **LIABILITY AND INDEMNIFICATION**

Section 1. To the fullest extent that Chapter 617 of Title 36 of the Florida Statutes, as it exists on the date hereof or as amended, permits the limitation or elimination of the liability of

officers, directors or volunteer agents of a not for profit corporation, a Director or officer of the Corporation shall not be liable to the Corporation for monetary damages.

Section 2. To the fullest extent permitted and in the manner prescribed by Chapter 617 of Title 36 of the Florida Statutes and any other applicable law, regulation or judicial interpretation, the Corporation shall indemnify (including, if applicable and in the discretion of the Board of Directors, the advancement of costs and expenses inclusive, without limitation, of attorneys' and paraprofessionals' fees and costs, whether or not litigation is commenced and, if so commenced, through all trial and appellate procedures) all directors and officers of the Corporation who are, were or may be a party to any proceeding by reason of the fact that he or she is or was an officer or director of the Corporation or is or was serving at the request of the Corporation as an officer, director, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 3. Pursuant to, among other sections of the Florida Statutes as amended, Section 617.0831 of the Florida Statutes as amended, indemnification or advancement of expenses shall not be made to or on behalf of any Director, officer, employee, or agent of the Corporation if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(a) A violation of the criminal law, unless the Director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(b) A transaction from which the Director, officer, employee, or agent derived an improper personal benefit;

(c) In the case of a Director, a circumstance under which the liability provisions of Florida Statutes Section 607.0834 are applicable; or

(d) Willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a member, if any, of the Corporation.

ARTICLE X

BYLAWS

The Bylaws of the Corporation shall be adopted by the Initial Directors named herein. Thereafter, the Bylaws of the Corporation may be altered, amended or repealed and new or other Bylaws may be made and adopted by the Board of Directors; provided, however, that such alterations, amendments or new Bylaws must, in order to be effective, be approved by a majority vote of the Directors at any duly called and convened meeting thereof at which a quorum of Directors is present and voting and provided further, however, that such amendments, in whole or in part, are not inconsistent with law or any provisions of these Articles of Incorporation.

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the Board of Directors of the Corporation; provided, however, that no alterations, restatement, or amendments to the Articles of Incorporation shall have any force and effect unless and until approved by a two thirds (2/3rds) vote of all Directors (an absolute supermajority) before adoption or implementation.

ARTICLE XII
REGISTERED AGENT AND REGISTERED OFFICE

The street address of the Corporation's initial registered office is Balch & Bingham LLP, 841 Prudential Drive, Suite 1400, Jacksonville, Florida 32207. The name of the Corporation's initial registered agent is Philip M. Sprinkle II.

ARTICLE XIII
INCORPORATOR

The name and address of the incorporator are: Philip M. Sprinkle II, Esquire, c/o Balch & Bingham LLP, 841 Prudential Drive, Suite 1400, Jacksonville, Florida 32207.

Dated: December 11, 2015



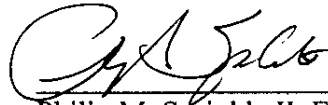
Mr. Philip M. Sprinkle II
Florida Bar Number: 724890

15-11-8 AM 11:37
FILED
JACKSONVILLE, FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to Section 617.0501 of the Florida Statutes and having been named as registered agent with the authority to accept service of process on behalf of The Pearl Mae Foundation, Inc. at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Dated: December 11, 2015



Philip M. Sprinkle II, Esquire
Balch & Bingham LLP

FILED
15 JAN -8 AM 11:37
CLERK OF DISTRICT COURT
JANUARY 8 2015

44-00000 IS CAROLY 7/10/7
Fax # 850 245-6897 Hasan Mehedi <gethasan@gmail.com>

Fax #850 245-6897 Hasan Mehedi <gethasan@gmail.com>

1 message

Thu, Jan 14, 2016 at 9:32 AM

To: GETHASAN@gmail.com

Letter Number: 160114093221-600280795356

Thank you,
Harlan M. L. de

HASAN MEHEDI
01/14/2015