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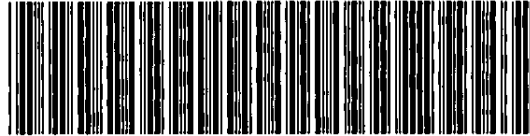
(Business Entity Name)

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16 JUN -7 PM 4:13
WILLIAMS, FLORENCE

S. GILBERT

JUN 2 2016

COVER LETTER

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

Roots and Wings Inc.

SUBJECT: _____
(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: Kirsten Stevens

Name (Printed or typed)

1730 S. Federal Hwy. Suite 309

Address

Delray Beach, FL 33483

City, State & Zip

828-279-7712

Daytime Telephone number

tchoskinson@yahoo.com

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

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

ROOTS AND WINGS INC.

A Florida Not For Profit Corporation

ARTICLES OF INCORPORATION

FILED
16 JUN -7 PM 4:13
TALLAHASSEE, FLORIDA

ARTICLE I **NAME**

The name of the Corporation shall be **Roots and Wings Inc.** (hereinafter referred to as the "Corporation"), a not for profit corporation organized under the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes.

ARTICLE II **DURATION**

The Corporation shall have perpetual existence.

ARTICLE III **FISCAL YEAR**

The initial fiscal year of the Corporation shall run from the date these Articles of Incorporation are filed with the Secretary of State through December 31 of that same year. Thereafter the fiscal year of the Corporation shall run from January 1st through December 31st of the calendar year. From time to time the Board of Directors of the Corporation (hereinafter referred to as the "Board") may change the fiscal year of the Corporation.

ARTICLE IV **PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation shall be located at 513 Seasage Drive, Delray Beach, Florida 33483, and that address also shall constitute its mailing address. From time to time the Board of Directors of the Corporation (hereinafter referred to as the "Board") may change the location of the principal office and the mailing address of the Corporation.

ARTICLE V **PURPOSE**

(a) The Corporation is organized and shall be operated exclusively for charitable, religious, educational, scientific or literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"), including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding section of any future Federal tax code. In particular, the Corporation shall serve children in need and their families,

and attempt to improve their access to education, healthcare, transportation and recreation, and to encourage strong, cohesive families.

(b) The Corporation shall accept gifts, donations and endowments, and have the power to make grants, gifts, expenditures and endowments for or to any charitable, religious, educational, scientific or literary undertaking, organization, institution or purpose anywhere in the world that meets the tax-exempt requirements of Section 501(c)(3) of the Code.

ARTICLE VI PROHIBITED ACTIVITY

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities, or have any purpose, not permitted to a corporation exempt from Federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future Federal tax code. In particular, the Corporation is prohibited from any form of commercial or business activity and from participating, directly or indirectly, in any political campaign on behalf of (or in opposition to) any candidate for elective public office. No director or officer of the Corporation shall use or permit his or her position with the Corporation to (i) be used for any commercial or business activity, or (ii) participate, directly or indirectly, in any political campaign on behalf of (or in opposition to) any candidate for elective public office.

ARTICLE VII NOT FOR PROFIT NATURE

(a) The Corporation is organized not for profit. No director, officer or any other private individual (i) shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation or (ii) be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation; provided, however, that this shall not prevent the reimbursement of expenses incurred by such persons for and on behalf of the Corporation and the payment of reasonable compensation for services rendered to or for the Corporation as shall be approved by the Board. The Corporation shall not make any loans to its directors or officers.

(b) All directors and officers of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, after compliance with all applicable laws, the assets of the Corporation then remaining in the hands of the Board shall be transferred, conveyed, delivered and paid over for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 the Superior Court 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 said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII CAPITAL STOCK

The Corporation shall not have capital stock or members.

ARTICLE IX DIRECTORS AND OFFICERS

(a) The business and affairs of the Corporation shall be managed by or under the direction of the Board.

(b) Each member of the Board (each such individual hereinafter referred to as a "Director") shall be an individual who is at least 21 years of age. Additional qualifications for Directors may be set forth in the By-Laws of the Corporation (hereinafter referred to as the "By-Laws").

(c) The initial Board shall consist of the three (3) individuals named in Article X below. Thereafter, the Board shall consist of not less than three (3) or more than eighteen (18) individuals the exact number of Directors to be determined from time to time by the Board.

(d) The officers of the Corporation (hereinafter referred to as the "Officers") shall be a President, a Vice President, a Secretary and a Treasurer (any two of the last three offices may be held by the same individual), and such other Officers as the Board may from time to time deem necessary. All Officers shall serve at the pleasure of the Board. The initial Officers shall be the individuals named in Article X below.

(e) The By-Laws shall establish provisions for the election and removal of Directors, and for the filling of vacancies on the Board, and may contain provision dividing the Directors into classes, determining the terms of office of each such class and such further and additional provisions with respect to the Board and Officers as the Board may from time to time deem necessary so long as none of such provisions are inconsistent with this Article IX.

ARTICLE X INITIAL DIRECTORS AND OFFICERS

Name and Title:

Director and President

Theodore C. Hoskinson
513 Seasage Drive
Delray Beach, Florida 33483

Director, Vice President and Treasurer

Steve D. Wehrle
1310 North Ocean Boulevard.
Gulf Stream, Florida 33483

Name and Title:

Director and Secretary

Anthony W. Graziano Jr.
3259 Polo Dr.
Gulfstream, Florida 33483

Roots and Wings Inc. Articles of Incorporation

ARTICLE XI **REGISTERED AGENT**

The name and street address of the registered agent are:

Name: Theodore C. Hoskinson
Address: 513 Seasage Drive
 Delray Beach, Florida 33483

ARTICLE XII **INCORPORATOR**

The name and street address of the incorporator are:

Name: Kirsten Stevens
Address: 1730 S. Federal Hwy. #309
 Delray Beach, Florida 33483

ARTICLE XIII **BY-LAWS**

The By-Laws shall contain provisions for the regulation and management of the affairs of the Corporation that are not inconsistent with these Articles of Incorporation or Florida law. The initial Directors named in Article X above shall adopt the initial By-Laws. The By-Laws may be adopted, amended or rescinded at any meeting of the Board by a majority vote of all the Directors then in office, or by any other method set forth in the By-Laws that is not inconsistent with this Article XIII.

ARTICLE XIV **LIMITATION ON DIRECTOR AND OFFICER LIABILITY**

No Officer or Director shall be liable personally for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organization, management or policy by an Officer or Director, to the fullest extent permitted by Florida law.

ARTICLE XV **INDEMNIFICATION**

To the fullest extent permitted by Florida law the Corporation shall and hereby does indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. In addition, the Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or

Roots and Wings Inc. Articles of Incorporation

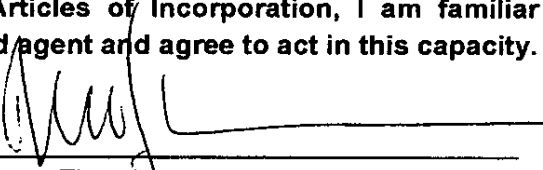
other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article XV or any provision of Florida law.

ARTICLE XVIII – EFFECTIVE DATE

These Articles of Incorporation shall be effective as of the date they are filed with the Florida Secretary of State.

Acceptance of Appointment by Resident Agent

Having been named as resident agent in the foregoing Article of Incorporation of Roots and Wings, Inc. to accept service of process for said corporation at the place designated in said Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

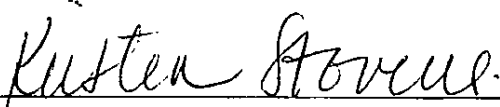


Theodore C. Hoskinson
Signature of Registered Agent

6/3/14

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any 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.



Kirsten Stevens
Signature of Incorporator

6/3/14

Date