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**FLORIDA PROFIT/NON PROFIT CORPORATION
SHOES FOR CREWS FAMILY FUND, INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
SHOES FOR CREWS FAMILY FUND, INC.
(a Not For Profit Corporation)**

The undersigned, acting as incorporator of SHOES FOR CREWS FAMILY FUND, INC., a Florida not-for-profit corporation (the "Corporation"), under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I
NAME**

The name of the Corporation is: SHOES FOR CREWS FAMILY FUND, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office location, street address and mailing address of the Corporation are:
250 South Australian Avenue, Suite P1, West Palm Beach, Florida 33401.

**ARTICLE III
PURPOSE**

The Corporation is organized to operate 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 of 1986, as amended, or the corresponding section of any future federal tax code.

**ARTICLE IV
POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes, to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not for profit under Florida Statutes and case law.

**ARTICLE V
LIMITATIONS**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, 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.

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B. No substantial part of the activities of the Corporation shall consist of 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 distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its regulations, as they now exist or as they may hereafter be amended, or (b) an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE VI

DISTRIBUTIONS OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or amongst any members or directors of the Corporation, but after making provision for the payment of all of the just debts and liabilities of the Corporation, the remaining assets shall be distributed as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any later federal tax

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laws, or to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of in accordance with the foregoing provisions shall be distributed by order of a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such organization or organizations, as such court shall determine, that are organized and operated exclusively for exempt purposes.

ARTICLE VII **MEMBERSHIP**

The Corporation shall not have any voting members, as described in Section 617.0601, Florida Statutes.

ARTICLE VIII **BOARD OF DIRECTORS**

The number of members of the Board of Directors and the manner of their election shall be set forth in the Bylaws of the Corporation; provided, however, that the number of Directors shall not be fewer than three (3). The initial members of the Board of Directors shall be: Stuart Jenkins, William Wolz, and Monica L. Johnson. All other matters concerning the Board of Directors shall be governed by the Bylaws of the Corporation.

ARTICLE IX **OFFICERS**

The Corporation shall have such officers as the Board of Directors shall determine, and the method of appointment and election of such officers shall be as specified in the Bylaws. All other matters concerning the officers shall be governed by the Bylaws of the Corporation.

ARTICLE X **REGISTERED OFFICE AND AGENT**

The address of the registered office of the Corporation is 250 South Australian Avenue, Suite P1, West Palm Beach, Florida 33401, and the name of the registered agent of the Corporation at that address is Monica L. Johnson.

ARTICLE XI **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator are: Monica L. Johnson, 250 South Australian Avenue, Suite P1, West Palm Beach, Florida 33401.

ARTICLE XII **BYLAWS**

Bylaws are adopted, altered, amended or repealed by the Board of Directors and as provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation

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and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XIII
AMENDMENTS

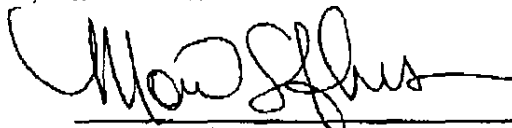
The Board of Directors may amend, alter, or repeal these Articles of Incorporation or any provisions thereof, and may adopt new Articles of Incorporation or provisions not inconsistent with any provisions of law, at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the Directors, provided that any notice or waiver of notice of such meeting shall fairly summarize or set forth the proposed action with regard to the Articles of Incorporation. Alternatively, the Board of Directors may amend, alter, or repeal these Articles of Incorporation or any provisions thereof, and may adopt new Articles of Incorporation or provisions not inconsistent with any provisions of law by the unanimous written consent signed by all of the members of the Board of Directors and filed in the minutes of the proceedings of the Board of Directors.

ARTICLE XIV
COMMENCEMENT

The Corporation shall commence on the date on which these Articles of Incorporation are filed with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof as of this 16th day of September, 2016.

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 Florida Department of State constitutes a third degree felony as provided for in section 817.155, Florida Statutes.



Monica L. Johnson, Incorporator

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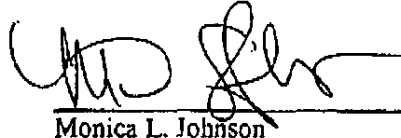
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**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of **SHOES FOR CREWS FAMILY FUND, INC.** (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and the undersigned is familiar with and accepts the obligations of her position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Acceptance this 16th day of September, 2016.



Monica L. Johnson

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