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FALLAH/ASSESSMENT

N. SAMS

SEP 30 2016



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 12, 2016

JONATHAN P. VIELHABER  
PO BOX 950  
BRANDON, FL 33509-0950

SUBJECT: CHARITABLE GOO FOUNDATION, INC.  
Ref. Number: W16000062768

We have received your document for CHARITABLE GOO FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A post office box is not an acceptable address for the registered agent.

Please return 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.

Nadira D McClees-Sams  
Regulatory Specialist II

Letter Number: 216A00019294

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REGISTRATION SERVICES

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

**SUBJECT:** Charitable Goo Foundation, 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:** Jonathan P. Vielhaber  
\_\_\_\_\_  
Name (Printed or typed)

PO Box 950  
\_\_\_\_\_  
Address

Brandon, FL 33509-0950  
\_\_\_\_\_  
City, State & Zip

813-690-5112  
\_\_\_\_\_  
Daytime Telephone number

Jon@BlueLightningNetworks.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 of Charitable Goo Foundation, Inc.

In compliance with Chapter 617, F.S., (Not for Profit)

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida do hereby certify:

## ARTICLE I - NAME

The name of this corporation shall be Charitable Goo Foundation, Inc.

## ARTICLE II - ADDRESS

The place in this state where the principal office of the Corporation is to be located is:

1726 Lorian St.  
Brandon, FL 33511

The mailing address of the Corporation is to be located at:

PO Box 950  
Brandon, FL 33509-0950

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TALLAHASSEE, FLORIDA

## ARTICLE III – PURPOSES

The corporation 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.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The corporation will provide educational funding and mentoring for non-traditional students pursuing a degree in the medical or pharmaceutical fields. The corporation will provide scholarships, grants and loans to students that show a high potential for successful completion of the field of study and success in their post-graduate work. The corporation will target individuals who might not be able to pursue their course of study without our help. The corporation will help with mentoring and guidance throughout their school and post-graduate job search.

## ARTICLE IV - BOARD OF DIRECTORS

### 4.1 Governance

The corporation shall be governed by its board of directors.

### 4.2 Number of Directors

Charitable Goo Foundation shall have a board of directors consisting of at least 3 and no more than 7 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.

### 4.3 Powers

All corporate powers shall be exercised by or under the authority of the board and the affairs of the Charitable Goo Foundation shall be managed under the direction of the board, except as otherwise provided by law.

### 4.4 Terms

- (a) All directors shall be elected to serve a one-year term, however the term may be extended until a successor has been elected.
- (b) Directors may serve terms in succession.
- (c) The term of office shall be considered to begin January 1 and end December 31 of the year in office, unless the term is extended until such time as a successor has been elected.

### 4.5 Qualifications and Election of Directors

In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age or older and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

### 4.6 Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

### 4.7 Removal of Directors

A director may be removed by two-thirds vote of the board of directors then in office, if:

- (a) The director is absent and unexcused from two or more meetings of the board of directors in a twelve month period. The board president is empowered to excuse directors from attendance for a

reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:

(b) For cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

#### 4.8 Board of Directors Meetings.

##### 4.8.1 Regular Meetings

The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

##### 4.8.2 Special Meetings

Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

##### 4.8.3 Waiver of Notice

Any director may waive notice of any meeting, in accordance with Florida law.

#### 4.9 Manner of Acting.

##### 4.9.1 Quorum

A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

##### 4.9.2 Majority Vote

Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

##### 4.9.3 Hung Board Decisions

On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on his/her discretion.

##### 4.9.4 Participation

Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

#### 4.10 Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

#### 4.11 Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

### ARTICLE V – INITIAL DIRECTORS

The names and addresses of the persons who are the initial directors of the corporation are as follows:

Jonathan P. Vielhaber, 1726 Lorian St., Brandon, FL 33511

Kathleen T. Chiodo, 5024 Shadycress Rd., Columbus, OH 43229

Jeremy A. Mader, 901 Helenhurst Ct., Westerville, OH 43081

### ARTICLE VI – APPOINTMENT OF REGISTERED AGENT

The registered agent of the corporation shall be:

Jonathan P. Vielhaber, 1726 Lorian St., Brandon, FL 33511

### ARTICLE VII – INCORPORATOR

The incorporators of the corporation are as follows:

Jonathan P. Vielhaber, 1726 Lorian St., Brandon, FL 33511

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## ARTICLE VII – EFFECTIVE DATE


The date of commencement of corporation existence to commence up the filing of the Articles herein by the Department of State.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27<sup>th</sup> day of August, 2016.

  
Jonathan P. Vielhaber, Incorporator


8/27/16  
Date

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.

  
Registered Agent

8/27/16  
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.


  
Incorporator

8/27/16  
Date

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above personally appeared Jonathan P. Vielhaber and presented Florida Driver's License as personal identification, who acknowledged to me that he executed these Articles of Incorporation.

  
Notary Public  
State of Florida at Large  
My Commission Expires: June 21, 2018

