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## COVER LETTER

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

SUBJECT: Property Save 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

*+\$2 for addition Pages*  
**ADDITIONAL COPY REQUIRED**

FROM: Theodore John Whiteside  
Name (Printed or typed)

2690 Temple St  
Address

Sarasota, Fl 34239  
City, State & Zip

(207) 232-9557  
Daytime Telephone number

tedwhiteside@yahoo.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**

## **ARTICLE I**

### **NAME**

#### **1.01 Name**

The name of this corporation shall be Property Save Inc. The business of the corporation may be conducted as Propertysave or Propertysave.org .

## **ARTICLE II**

### **ADDRESSES OF CORPORATION**

#### **2.01 Corporate Address**

The physical address of the corporation is:

Property Save Inc.  
2690 Temple St.  
Sarasota FL, 34239

The mailing address of the corporation is:

Property Save Inc.  
P.O. Box 15054  
Sarasota FL, 34277-1054

## **ARTICLE III**

### **Purpose**

#### **3.01 Purpose**

Property Save Inc. is a non-profit corporation and shall operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Property Save Inc.'s purpose is to recover usable building materials from the waste stream, and help families / organizations who would like to save money while making upgrades to their home / building. We also help contractors recycle materials unsuitable for reuse, routing them back into building materials or even other products.

#### **3.02 Public Benefit**

Property Save Inc. is designated as a public benefit corporation.

## **ARTICLES IV**

### **MANNER OF ELECTION**

#### **4.01 Number of Directors**

Property Save Inc. shall have a board of directors consisting of at least 4 and no more than 15 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.

#### **4.02 Powers**

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

#### **4.03 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 second year in office, unless the term is extended until such time as a successor has been elected.

#### **4.04 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 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.

#### **4.05 Vacancies**

The board of directors may fill vacancies due to expiration of a director's term in 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.

(a) Unexpected Vacancies. 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 directors being replaced.

#### **4.06 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.

#### **4.08 Manner of Acting.**

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

(b) Majority Vote. Except as otherwise required by law or by 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.

(c) 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 vice president in the order of presence shall have the power to swing the vote based on his/her discretion.

(d) 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 mean 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.

#### **4.09 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 travel expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings.

#### **4.10 Compensation for Professional Services by Directors**

Directors are not restricted from being 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**

### **BOARD OF DIRECTORS**

#### **5.01 Governance**

Property Save Inc. shall be governed by its board of directors.

#### **5.02 Initial Directors**

The initial directors of the corporation shall be:

(President)

Oana Mihaela Feier

2690 Temple St.

Sarasota, FL 34239

(Vice President)

Theodore John Whiteside

2690 Temple St

Sarasota, FL 34239

(Vice President)

Norman Leslie Whiteside

9 West Pownal Rd

North Yarmouth, ME 04097

(Treasurer)

Chris P. Paloukos

16 Valley Rd.

Dedham, MA 02026

(Secretary)

Philip W. Schwartau

2466 W. Bayshore Rd, Apt 10

Palo Alto, CA 94303-3557

## ARTICLE VI

### Appointment of Registered Agent

#### 6.01 Registered Agent

The registered agent of the corporation shall be:

Theodore John Whiteside  
2690 Temple St.  
Sarasota, FL 34239

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

## ARTICLE VII

### INCORPORATOR

The incorporators of the corporation are as follow:

Theodore John Whiteside  
2690 Temple St.  
Sarasota, FL 34239

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

## **ARTICLE VIII**

### **DURATION**

#### **8.01 Duration**

The period of duration of the corporation is perpetual.

## **ARTICLE IX**

### **NON-PROFIT NATURE**

#### **9.01 Non-profit Nature**

Property Save Inc. is organized exclusively for charitable purposes included in Category (NTEE) definitions: *C Environmental Quality Protection Beautification /C27 Recycling, C Environmental Quality Protection Beautification /C30 Natural Resource Conservation and Protection, C Environmental Quality Protection, Beautification / C60 Environmental Education and Outdoor Survival Programs*. No part of the net earnings of Property Save Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 the purpose clause hereof.

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.

Property Save Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable purpose. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.



### **9.02 Personal Liability**

No officer or director of the corporation shall be personally liable for the debts or obligations of Property Save Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subjects to the payment of the debts or obligation of the corporation.

### **9.03 Dissolution**

Upon termination or dissolution of Property Save Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Property Save Inc. hereunder shall be selected by the discretion of a majority of the managing body of Property Save Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Property Save Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonable indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, included a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

### **9.04 Prohibited Distributions**

No part of the net earnings, or properties of the corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

### **9.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **9.06 Prohibited Activities**

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

## **ARTICLES X**

### **Membership**

#### **10.01 Membership**

Property Save Inc. shall have no members unless decided upon by the board of directors. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **ARTICLES XI**

### **AMENDMENTS**

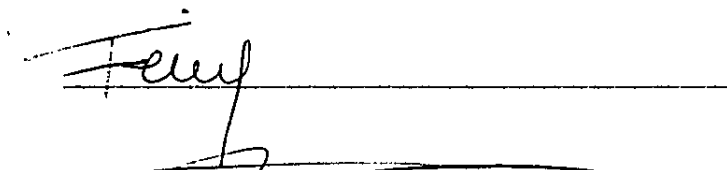
#### **11.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

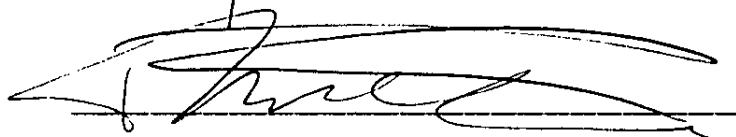
## Certificate Of Adoption Of Articles Of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Property Save Inc. were approved by the board of directors on 2/7/2017 and constitute a complete copy of Articles of Incorporation of Property Save Inc. .

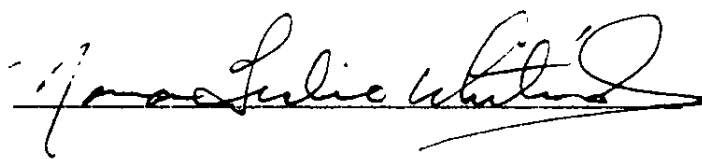
Oana Mihaela Feier  
2690 Temple St.  
Sarasota, FL 34239



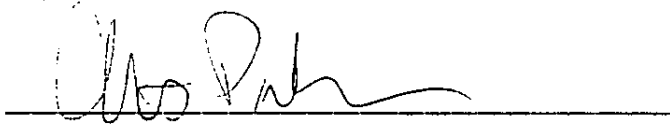
Theodore John Whiteside  
2690 Temple St  
Sarasota, FL 34239



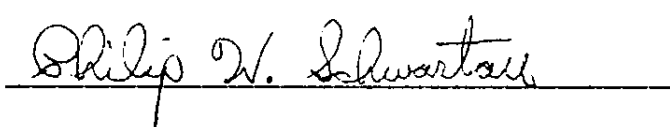
Norman Leslie Whiteside  
9 West Pownal Rd  
North Yarmouth, ME 04097



Chris P. Paloukos  
16 Valley Rd.  
Dedham, MA 02026



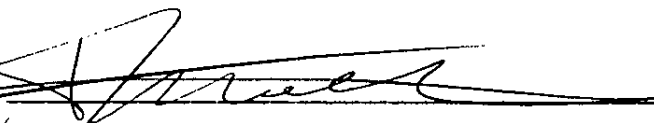
Philip W. Schwartz  
2466 W. Bayshore Rd, Apt 10  
Palo Alto, CA 94303-3557



### Acknowledgment of consent to appointment as registered agent

I, Theodore John Whiteside, agree to be the registered agent for Property Save Inc. as appointed herein.

Registered Agent



Date:

2/7/17