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**FLORIDA PROFIT/NON PROFIT CORPORATION
PATHWAYS, INC.**

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ARTICLES OF INCORPORATION
OF
PATHWAYS, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned hereby organizes a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE 1

Name

The name of the corporation shall be:

Pathways, Inc. (the "Corporation").

ARTICLE 2

Principal Office and Mailing Address

The street address of the principal office and the mailing address of the Corporation is 6306 East 113th Avenue, Tampa, Florida 33617.

ARTICLE 3

Purpose

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, 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 corresponding section of any future federal tax code.

ARTICLE 4

Board of Directors

This Corporation initially shall have one (1) director. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than three (3).

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The Board of Directors shall be elected on an annual basis, but the term of office of any director may be for a period of more than one (1) year. The Board of Directors shall have the sole voting power and control of the Corporation.

The Board of Directors shall be a self-perpetuating body and new directors shall be elected by ongoing directors at their annual meeting. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board, whether or not then a quorum. Any person elected by the Board of Directors to fill a vacancy shall hold the office until the next annual meeting of the Board of Directors. The name and address of the initial director of this Corporation, who shall serve until her successor is duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
April Griffin	6306 East 113 th Avenue Tampa, Florida 33617

ARTICLE 5

Members

This Corporation shall have no members, and shall be organized on a non-stock basis and shall not issue shares of stock.

ARTICLE 6

Powers

This Corporation shall have all the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation and the bylaws of the Corporation. Notwithstanding any other provision of these Articles of Incorporation, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

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ARTICLE 7

Incorporator

The name and address of the person signing these Articles of Incorporation is Jennifer E. Murphy, 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606.

ARTICLE 8

Initial Registered Office and Agent

The initial registered office of the Corporation shall be 601 Bayshore Boulevard, Suite 700, Tampa, Florida 33606. The initial registered agent at such address shall be Jennifer E. Murphy.

ARTICLE 9

Duration

This Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation.

ARTICLE 10

Indemnification

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE 11

Bylaws

The Board of Directors shall adopt initial bylaws of the Corporation. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors.

ARTICLE 12

Distribution of Assets

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

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and distributions in furtherance of its charitable purpose. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall only conduct those activities permitted to be carried on by (a) a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by (b) a corporation contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

ARTICLE 13

Distribution of Assets Upon Dissolution

Upon the dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations described in sections 170(c)(2), 2055(a), and 2522(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, and selected by the board of directors in its sole discretion. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for exempt purposes within the meaning of 501(c)(3) or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 14

Avoidance of Private Foundation Taxes

The Corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any investments, and from making any taxable expenditures, that would subject the Corporation or any person to tax under Sections 4941(d), 4943, 4944, or 4945(d) of the Internal Revenue Code of 1986, as amended, respectively, or any corresponding provisions of any

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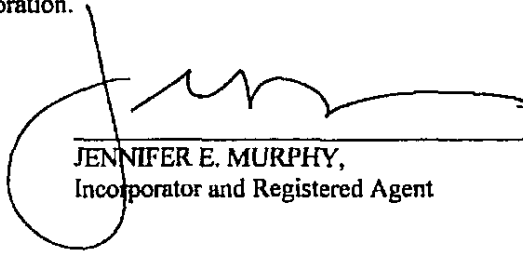
subsequent federal income tax law. The corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent federal income tax law.

ARTICLE 15

Amendment to Articles

These Articles of Incorporation may be amended by the Board of Directors, and such amendments may be proposed and adopted in the manner provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31st day of March, 2017, and acknowledged that he is familiar with, and accepts, the obligations of registered agent of this corporation.



JENNIFER E. MURPHY,
Incorporator and Registered Agent

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