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**FLORIDA PROFIT/NON PROFIT CORPORATION
THE ABLE CHARITABLE FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION
OF
THE ABLE CHARITABLE FOUNDATION, INC.
A Florida Not For Profit Corporation**

The undersigned, acting as incorporators of a corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, do hereby adopt the following articles of incorporation for such corporation (the "Corporation"):

**ARTICLE I.
Corporation Name**

The name of the Corporation is The Able Charitable Foundation, Inc.

**ARTICLE II.
Term of Existence**

The period of the duration of the existence of the Corporation shall commence at the time of filing of the Articles of Incorporation by the Department of State and will be perpetual unless dissolved according to law.

**ARTICLE III.
Purposes and Restrictions**

The purposes of the Corporation and restrictions on its operations are as follows:

(a) The Corporation is organized to encourage public and private support to develop and enhance vocational rehabilitation programs and the employment of individuals with disabilities; to solicit and receive grants from public and private sources; to receive, hold, and administer property; and to raise funds and make expenditures to or for the benefit of the programs approved by the Board of Directors of the Corporation.

(b) The corporation shall be organized, and at all times operated, exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of 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 (hereinafter the "Code").

(c) Notwithstanding any provision of these Articles of Incorporation to the contrary, the Corporation shall be prohibited from taking any action inconsistent with (i) its maintaining qualification as an exempt organization under section 501(c)(3) of the Code, (ii) the provisions of the Florida Not For Profit Corporation Act, or (iii) its status as a corporation to which contributions are deductible under §§ 170, 2055, and/or 2522 of the Code. The Corporation shall not engage in propaganda, attempt to influence legislation or participate in any political campaign on behalf of or in opposition to any candidate for public office, nor shall any part of its property or any part of the income or net earnings therefrom be devoted to such purposes.

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(d) The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers, or other private persons, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, 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 disbursements in furtherance of the purposes set forth herein.

(e) In the event the Corporation is determined to be a private foundation within the meaning of section 509 of the Code, then the Corporation shall not: engage in any acts of self-dealing as defined in section 4941(d) of the Code; fail to distribute income at such time and in such manner as to subject it to tax under section 4942 of the Code; retain any excess business holdings as defined in section 4943(c) of the Code; make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of section 4944 of the Code; make any taxable expenditures as defined in section 4945(d) of the Code; or otherwise violate any of the provisions of Section 617.0835, Florida Statutes (2016).

(f) It is intended that the Corporation shall have the status of an organization that is exempt from federal income tax under section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation shall be construed, applied and carried out in accordance with the purposes and intent set forth in this Article III.

ARTICLE IV.

Non Stock Corporation

This Corporation is organized on a non-stock basis without the issuance of shares of stock evidencing ownership.

ARTICLE V.

Principal Office and Registered Agent

The street and mailing address of the initial principal office of the Corporation is 1615 Village Square Boulevard, Suite #7, Tallahassee, FL 32309. The street address of the initial registered office of the Corporation is 1615 Village Square Boulevard, Suite #7, Tallahassee, FL 32309, and the name of its initial registered agent at that address is Claire A. Duchemin, P.A.

ARTICLE VI.

Board of Directors

The powers, business and affairs of the Corporation shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time by amendment to the Bylaws, but there shall at all times be at least three (3) directors. The Directors shall be elected and appointed as provided in the Bylaws. The Board of Directors shall consist of members who have an interest in service to persons with disabilities and who (i) have skills in foundation work or other fundraising activities, financial consulting, investment banking or other related experience, (ii) have experience in policymaking or management-level positions, or (iii) have otherwise distinguished themselves in the field of business, industry or rehabilitation, and special

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consideration for appointment shall be given to individuals with disabilities who meet the foregoing criteria.

The number of Directors constituting the initial Board of Directors of the Corporation is three (3) and the names and addresses of the persons who are to serve initially are:

<u>NAME</u>	<u>ADDRESS</u>
Richard L. Cole, Jr.	1720 St. James Circle The Villages, FL 32162
Monica Faith Spalding	2256 Cobb Drive Tallahassee, FL 32312
Bruce A. Hagan	2010 Lee Avenue Tallahassee, FL 32308

ARTICLE VII.
Incorporators

The name and street address of the incorporators of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Richard L. Cole, Jr.	1720 St. James Circle The Villages, FL 32162
Monica Faith Spalding	2256 Cobb Drive Tallahassee, FL 32312
Bruce A. Hagan	2010 Lee Avenue Tallahassee, FL 32308

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ARTICLE VIII.
Membership

This Corporation shall have no members.

ARTICLE IX.
Distribution of Assets Upon Dissolution.

Upon the dissolution of the corporation, after paying or making provision for payment of all known liabilities of the Corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, such exempt organizations to be determined by the decision of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

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ARTICLE X.

Amendment

These Articles may be amended in the manner provided by law; provided, however, any such amendment shall require the affirmative vote of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

ARTICLE XI.

**Indemnification of Directors
and Officers and Limitation on Liability**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by applicable law. No director or officer of this Corporation shall be liable to the Corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same now exists or may hereafter be amended. Any amendment, modification, or repeal of this Article XI shall not adversely affect any right or protection of a director or officer of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

ARTICLE XII.

Bylaws

The initial Bylaws of the Corporation shall be adopted by its Board of Directors. The Board of Directors may adopt, change, amend or repeal the Bylaws upon the affirmative vote of at least two thirds (2/3) of the members of the Board of Directors.

[SIGNATURES NEXT PAGE]


IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation for the uses and purposes aforesaid, this 22nd day of May, 2017.



Richard L. Cole, Jr., Incorporator



Monica Faith Spalding, Incorporator



Bruce A. Hagan, Incorporator

BRUCE A. HAGAN,

**CERTIFICATE OF
ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
THE ABLE CHARITABLE FOUNDATION, INC.**

Having been named as registered agent and to accept service of process for The Able Charitable Foundation, Inc., at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 22d day of MAY, 2017.

CLAIRE A. DUCHEMIN, P.A.

By: Claire A. Duchemin
Name: CLAIRE A. DUCHEMIN
Its: PRESIDENT

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