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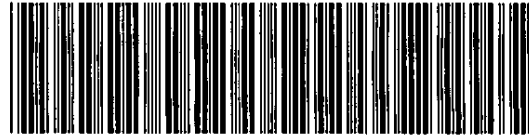
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

17 MAY 19 AM 11:30

FILED

06/21/17

COVER LETTER

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

SUBJECT: FRIENDS 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: Robert D. Wilson, Wilson & Williams PA

Name (Printed or typed)

954 E Silver Springs Blvd

Address

Ocala FL 34470

City, State & Zip

352629-9747

Daytime Telephone number

glourenco@wasteprousa.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
FRIENDS FOUNDATION INC.
(Non-Profit Corporation)**

ARTICLE I.

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is FRIENDS FOUNDATION INC.

The principal address of the corporation is 2350 NW 27TH Ave Ocala FL 34475-3330.

The mailing address of the corporation is 2350 NW 27TH Ave Ocala FL 34475-3330.

ARTICLE II.

CORPORATE NATURE

This is a non-profit corporation, organized to contribute to the advancement and improvement of West Ocala, pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III.

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV.

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which the corporation is formed are:

A. To provide for the advancement and improvement of the West Ocala community, pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes. Specifically, the activities of the corporation will be toward the raising of funds from the Ocala community in general and businesses in the West Ocala area in particular, with the purpose of distributing funds to local West Ocala charitable and educational organizations. In addition, the corporation may undertake direct improvement of homes and properties in the West Ocala community. The corporation may partner with other local, state or national organizations to offer training, education, facilities and/or equipment for the purposes set forth above.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including, without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expand, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and/or proceeds of such property, for any of the purposes as set forth herein;

C. To operate exclusively in any other manner for such betterment and support of the corporate purpose as will qualify the corporation as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1985, as amended or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations;

D. To do such other things that are similar to the purposes of the corporation or reasonably necessary or desirable or incidental thereto in order to accomplish any and/or all of the purposes of the corporation.

ARTICLE V.

MANAGEMENT OF CORPORATE AFFAIRS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by its board of directors which shall consist of seven (7) directors. The composition of the governing board may be increased or decreased from time to time in accordance with the Bylaws. The voting member as described in Article VI shall elect the directors at the annual election meeting of the corporation in the manner provided for in the Bylaws.

ARTICLE VI.

MEMBER OF CORPORATION

There shall be one member of this corporation as set forth in the Bylaws of the corporation. The member of the corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income,

property or assets be distributed to any member on the dissolution or winding up of this corporation. The member of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE VII.

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 IV hereof.

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

C. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1985 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1985 (or the corresponding provisions of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE VIII.

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Members shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner,

or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1985 (or the corresponding provision of any future United States Internal Revenue Law), as the Members shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX.

INCORPORATOR

The name and residence address of the incorporator of this corporation is as follows:

Name:

GERALD LOURENCO

Address:

2350 NW 27TH Ave
Ocala, FL 34475-3330

ARTICLE X.

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the corporation not-for-profit law concerning corporate action that must be authorized or approved by the members of the corporation, the Bylaws of the corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Members, or by following the procedures set forth in the Bylaws.

ARTICLE XI.

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any officer, or member thereof, or to the benefit of any private individual.

ARTICLE XII.

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 2350 NW 27TH Ave Ocala FL 34475-3330 and the name of its registered agent at said address shall be Gerald Lourenco.

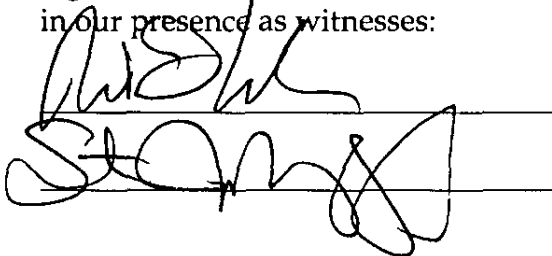
ARTICLE XIII.

AMENDMENT OF ARTICLES


Amendment to these Articles of Incorporation may be proposed by resolution adopted by the Members in the manner set forth in the Bylaws of this corporation.

I, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this Non-Profit Corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 7 day of June, 2017.

Signed, sealed and delivered
in our presence as witnesses:



FRIENDS FOUNDATION INC.


Gerald Lourenco

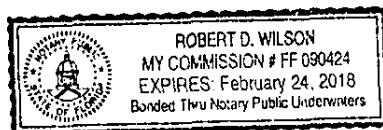
STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 7 day of June, 2017, by Gerald Lourenco as subscriber for Friends Foundation, Inc., a Not for Profit Corporation.


Notary Public, State of Florida
At Large

Personally known X
Produced Identification _____
Type of Identification Produced _____

My Commission Expires:



DESIGNATION OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process in the above stated non-profit corporation at the place designated in the Certificate, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.



Gerald Lourenco, Registered Agent

Date: 6-7-17

FILED
17 MAY 19 AM 11:30
TALLAHASSEE, FLORIDA