

Division of Corporations

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Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
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From:

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Account Number : 073617000710  
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
HARDLY ABLE, INC.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**HARDLY ABLE, INC.,**  
**a Florida Not For Profit Corporation**

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The undersigned persons, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopting the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of this corporation is Hardly Able, Inc.

**ARTICLE II**

This corporation shall have perpetual duration.

**ARTICLE III**

The corporation is a not for profit corporation. The purpose for which the corporation is organized is:

- (a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of religion, charity and education and for other charitable purposes, by the distribution of its funds for those purposes, and particularly to assist elderly, disabled and

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other individuals in need of assistance with small non-technical projects that will make their surroundings safer, more functional and their lives more enjoyable.

(b) The general purposes for which this corporation is formed are to operate exclusively for religious, charitable and educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

#### ARTICLE IV

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the Bylaws.

#### ARTICLE V

The street address of the initial principal office of the corporation is 4501 Transmitter Rd, Panama City, FL 32404, County of Bay, State of Florida. The name of its initial registered agent is Barron & Redding, P.A., whose address is 220 McKenzie Avenue, Panama City, FL 32401.

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ARTICLE VI

The powers of this corporation shall be exercised, its property controlled and its affairs conducted by a board of directors. The number of directors of the corporation shall be four; provided, however, that that number may be changed from time to time by a bylaw duly adopted pursuant to the Bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the annual meeting of members, to be held on the 16<sup>th</sup> day of January, 2019, at 6:00 p.m., at 4501 Transmitter Rd, Panama City, FL 32404, County of Bay, State of Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of 1 year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 6:00 p.m., on the 16<sup>th</sup> day of the month of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and Bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors authority.

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The names and addresses of the persons who are to serve as the initial directors are:

Larry Wells  
4501 Transmitter Rd  
Panama City, FL 32404

Mike Seamon  
4501 Transmitter Rd  
Panama City, FL 32404

Katie Fanning  
4501 Transmitter Rd  
Panama City, FL 32404

Linda Seamon  
4501 Transmitter Rd  
Panama City, FL 32404

Tom Gildersleeve  
4501 Transmitter Rd  
Panama City, FL 32404

#### ARTICLES VII

The name and address of each incorporator is Theodore R. Howell, Esq., whose address is  
220 McKenzie Avenue, Panama City, FL 32401

#### ARTICLES VIII

The board of directors shall elect the following officers: president, vice president, treasurer and secretary, and any other officer which the Bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until the election is held, the following persons shall serve as corporate officers:

PRESIDENT: Larry Wells  
4501 Transmitter Rd  
Panama City, FL 32404

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VICE PRESIDENT: Mike Seamon  
4501 Transmitter Rd  
Panama City, FL 32404

SECRETARY: Katie Fanning  
4501 Transmitter Rd  
Panama City, FL 32404

TREASURER: Linda Seamon  
4501 Transmitter Rd  
Panama City, FL 32404

#### ARTICLE IX

Subject to the limitations contained in the Bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the Bylaws of this corporation may be made, altered, rescinded, added to or new Bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the Bylaws.

#### ARTICLES X

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 director, officer or member, or to the benefit of any private individual.

#### ARTICLE XI

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized and operated exclusively for


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charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provision of any subsequent federal tax laws.

### ARTICLE XII

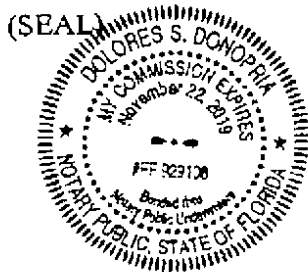
Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

I, THE UNDERSIGNED, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on this 12<sup>th</sup> day of January, 2018.

  
Theodore R. Howell, Esq.  
Authorized Agent

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Incorporation of Hardly Able, Inc., was acknowledged before me this 12<sup>th</sup> day of January, 2018, by Theodore R. Howell, Esq., as Authorized Agent of Hardly Able, Inc., who is personally known to me.



  
(Print Name)

Notary Public  
Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT  
OF**

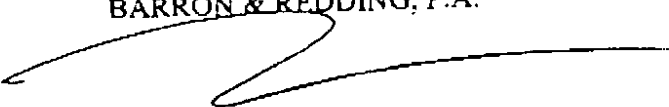
**HARDLY ABLE, INC.,  
a Florida Not For Profit Corporation**

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Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Not For Profit Corporation Act of Florida relative to keeping open said office.

Dated this 12<sup>th</sup> day of January, 2018.

**BARRON & REDDING, P.A.**



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Theodore R. Howell  
Authorized Representative  
Registered Agent

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