

FILED
18 JAN 19 PM 3:22
FBI - TAMPA, FLORIDA



January 16, 2018

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

Re: Tiff's Place, Inc.

To Whom It May Concern:

My firm represents Tiff's Place, Inc. Enclosed, please find the Division of Corporation's Form Cover Letter, an original and one copy of the Articles of Incorporation, and my firm's check in the amount of Seventy-Eight and 75/100 Dollars (\$78.75) for filing fees. Please proceed with forming the new not for profit corporation.

Should you have any questions or concerns regarding this matter, please do not hesitate to contact me.

Sincerely,

Philip A.K. Stiles

cc: Client (via Email)

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18 JAN 19 PM 3:33
DIVISION OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: **Tiff's Place, 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: **Philip A. K. Stiles, Esq.**

Name (Printed or typed)

1525 International Parkway, Suite 1071

Address

Lake Mary, FL 32746

City, State & Zip

321-275-5914

Daytime Telephone number

pstiles@cipparonepa.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

TIFF'S PLACE, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Melissa Simpson, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I: NAME; PRINCIPAL OFFICE

The name of the corporation is Tiff's Place, Inc. The street address of the principal office of the corporation is: 626 Red Oak Circle, Unit 206, Altamonte Springs, FL 32701.

ARTICLE II: PURPOSE

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The specific purposes for which this corporation is organized include, but are not limited to: Provide vacation lodging for families who have a family member with a neurological condition by putting entertainment and excitement into family life while providing the necessary environment and equipment to safely support the disability. This corporation has been formed and shall operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE III: DURATION

The corporation shall have perpetual duration.

ARTICLE IV: TAX EXEMPTION REQUIREMENTS

A. The corporation is organized and operated exclusively for the purposes set forth in Article II herein.

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

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

ARTICLE IV: RESTRICTIONS ON PRIVATE FOUNDATIONS

Notwithstanding any other provision in these Articles, if this corporation is deemed or determined to be a "private foundation" within the meaning of section 509 of the Internal Revenue Code, then this corporation shall be subject to the following limitations and restrictions:

1. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. The corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V: NO MEMBERS

The corporation shall have no members.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 626 Red Oak Circle, Unit 206, Altamonte Springs, FL 32701. The name of the original registered agent at such address is Melissa Simpson.

ARTICLE VII: BOARD OF DIRECTORS

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 not less than three (3); provided, however, that the number of directors can be changed

by a bylaw duly adopted pursuant to the bylaws of this corporation. The directors named in these Articles as the first board of directors shall hold office until the annual meeting in January of 2019, at which an election of directors shall be held. Directors shall be elected by an affirmative vote of a majority of the directors. The directors elected may include some or all of the existing directors.

Directors elected at an annual meeting shall serve for a term of one (1) year until the next annual meeting of directors following the election of directors and until the qualification of their successors in office. An annual meeting of the directors shall be held on the 15th day in the month of January in each year, beginning with the year 2019, at the hour of 6:00 p.m. EST, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida, the meeting shall be held on the next succeeding business day.

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 such action. Such written consent or consents shall be filed with the minutes of the proceeding of the board. Such action by written consent will 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 relating to actions so taken must 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 so act. Such a statement shall be prima facie evidence of such authority.

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

Melissa Simpson
626 Red Oak Circle, Unit 206
Altamonte Springs, FL 32701

Cynthia Sands
626 Red Oak Circle, Unit 206
Altamonte Springs, FL 32701

William R. Roseberry
1985 Manila Avenue
Memphis, TN 38114

ARTICLE VIII: INCORPORATORS

The names and address of the incorporator is:

Melissa Simpson
626 Red Oak Circle, Unit 206
Altamonte Springs, FL 32701

ARTICLE IX: OFFICERS

The board of directors shall elect the President, Vice President, Treasurer, Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

President and Secretary
Melissa Simpson
626 Red Oak Circle, Unit 206
Altamonte Springs, FL 32701

Vice President
William R. Roseberry
1985 Manila Avenue
Memphis, TN 38114

Treasurer
Cynthia Sands
626 Red Oak Circle, Unit 206
Altamonte Springs, FL 32701

ARTICLE X: BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act, 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 procedures set forth for such action in the bylaws.

ARTICLE XI: PROPERTY AND PROFITS

The property of this corporation is irrevocably dedicated to the purposes set forth in Article II herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article II herein.

ARTICLE XII: DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE XIII: AMENDMENTS

Amendments to these Articles of Incorporation may be adopted by a vote of two-thirds of a quorum of the directors of the corporation.

ARTICLE XIV: LIMITED LIABILITY OF DIRECTORS AND OFFICERS

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of the State of Florida shall not be denied or limited by the bylaws.

I, the undersigned, being the incorporator of this corporation for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida have executed these Articles of Incorporation on January 12, 2018.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Melissa Simpson
Melissa Simpson, Registered Agent and President

1/12/18
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Melissa Simpson
Melissa Simpson, Incorporator and President

1/12/18
Date

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18 JAN 19 PM 3:33
OFFICE OF THE
CLERK OF THE
DEPARTMENT OF
STATE, FLORIDA