

N18 000 001 870

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700309051557

02/16/18--01019--011 **76.75

FILED
18 FEB 16 PM 5:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D O'KEEFE

FEB 21 2018

CRAMER, PRICE & de ARMAS, P.A.
ATTORNEYS AT LAW

1411 EDGEWATER DRIVE, SUITE 200
ORLANDO, FLORIDA 32804

CHARLES W. CRAMER*
R. DAVID DE ARMAS
STEPHEN H. PRICE
CHAD A. SHIMEL

(407) 843-3300
FAX (407) 843-6300
WWW.CRAMEPRICE.COM

February 2, 2018

Of Counsel: Philip A. Tharp
(1939-2003)

* Also admitted in Georgia

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Amber's Angels, Inc.

To Whom It May Concern:

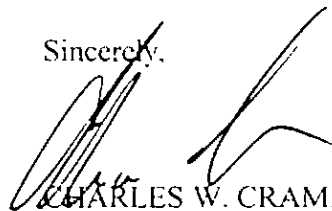
Enclosed herewith please find the following items regarding the incorporation of the above referenced non-profit corporation:

1. Original and one copy of Articles of Incorporation;
2. Acceptance of Registered Agent, which is attached to the Articles of Organization; and
3. A check payable to the Secretary of State in the amount of \$78.75.

Please file the documents on our behalf and remit the Certificate of Incorporation to the undersigned.

Thank you in advance for your cooperation.

Sincerely,



CHARLES W. CRAMER

CWC/bw
Enclosures
cc: Amber's Angels, Inc.

ARTICLES OF INCORPORATION

OF

AMBER'S ANGELS, INC.

FILED
18 FEB 16 PM 5:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a Corporation for non-profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of this Corporation shall be Amber's Angels, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 6505 Edgewater Drive, Orlando, Florida 32810.

ARTICLE III: PURPOSE

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including the making of distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). In addition to the above purpose, the Corporation is organized to provide support in the form of (i) emotional assistance and counseling and (ii) financial assistance for patients and their families that are experiencing a health crisis.

ARTICLE IV: INITIAL REGISTERED

OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1411 Edgewater Drive, Suite 200, Orlando, Florida, 32804. The name of the initial

registered agent of this Corporation at that address is Charles W. Cramer.

ARTICLE V: RESTRICTIONS

A. No Private Inurement. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its 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 and distributions in furtherance of the purposes set forth in Article III hereof. The Corporation shall not have capital stock or shareholders.

B. No Substantial Lobbying. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

C. No Political Campaigning. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

D. Irrevocable Dedication. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI: DIRECTORS

A. Number. The Directors of the Corporation shall consist of not fewer than three (3) Directors and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

B. Initial Directors. The initial Board of Directors are as follows:

Timothy Verdun Randolph, II
6505 Edgewater Drive
Orlando, Florida 32810

Amber Lea Randolph
6505 Edgewater Drive
Orlando, Florida 32810

Robert Hogan
6505 Edgewater Drive
Orlando, Florida 32810

Peter Fantino
6505 Edgewater Drive
Orlando, Florida 32810

Jason Spinney
6505 Edgewater Drive
Orlando, Florida 32810

Margaret Dianne Randolph
6505 Edgewater Drive
Orlando, Florida 32810

Kimberly Seamens
6505 Edgewater Drive
Orlando, Florida 32810

C. Powers. The Board of Directors shall govern the Corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the United States.

D. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

E. Amendment. The Board of Directors shall have the power to amend these Articles of Incorporation, by a majority vote of the Directors then in office, in any way not inconsistent with the laws of the State of Florida or of the United States.

F. Election. The method of electing the Board of Directors shall be contained in the

Bylaws.

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of this Corporation is:
Charles W. Cramer, Esq.
1411 Edgewater Drive, Suite 200
Orlando, Florida 32804

ARTICLE VIII: DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court having jurisdiction over the Corporation to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE IX – MEMBERS

The Corporation shall not have members.

ARTICLE X – POWERS

A. General. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions. Notwithstanding any other provisions of the Articles of Incorporation or this amendment to the Articles of Incorporation, the Corporation shall not carry on any 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 to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

ARTICLE XI – LIMITATION OF LIABILITY

A. Limitation. The personal liability is hereby eliminated entirely of a director to the Corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv) for any transaction from which the director derived an improper personal benefit; or (v) for any excise tax prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

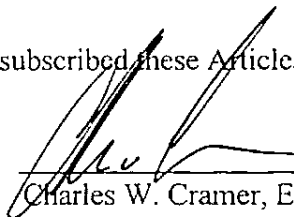
B. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of the Articles of Incorporation or this amendment to the Articles of Incorporation, when such provision becomes effective.

C. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by ninety percent (90%) of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination

or limitation of liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

D. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

The undersigned incorporator has made and subscribed these Articles of Incorporation this 5 day of February, 2018.

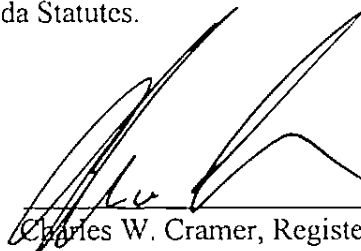


Charles W. Cramer, Esq., Incorporator

ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §607.0505 of the Florida Statutes.

Done this 5 day of February, 2018.



Charles W. Cramer, Registered Agent

FILED
18 FEB 16 PM 5:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA