

**N18000002956**

**Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H18000087342 3)))



H180000873423ABCO

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : SPIEGEL & UTRERA, P.A.  
Account Number : FCA000000001  
Phone : (305) 854-6000  
Fax Number : (305) 860-2076

RECEIVED  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

18 MAR 19 PM 3:11

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

RECEIVED

2018 MAR 19 AM 9:32

DIVISION OF CORPORATIONS  
BUREAU OF COMMERCIAL  
REGISTRATION SERVICES

**FLORIDA PROFIT/NON PROFIT CORPORATION  
NIGHTINGALESCHARITY.ORG CORPORATION**

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

N. SAMS

MAR 20 2018

RECEIVED  
MAR 19 PM 3:11  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

H18000087342 3

# ARTICLES OF INCORPORATION OF

## NIGHTINGALESCHARITY.ORG CORPORATION

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

### ARTICLE 1 - NAME

The name of the Corporation is **NIGHTINGALESCHARITY.ORG CORPORATION**, (hereinafter "Corporation").

### ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### ARTICLE 3 - PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 Second hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision 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, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

H18000087342 3

**SPIEGEL & UTRERA, P.A.**LAWYERS  
www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

H18000087342 3

NIGHTINGALESCHARITY.ORG CORPORATION  
Page 2**ARTICLE 4 - DIRECTORS**

The Directors shall be elected by a majority vote of the Members of this Corporation. The Directors of the Corporation shall be:

Jean L. Upton  
Linda F. Hill  
David J. Recklitis  
Rita Albaugh

whose mailing addresses shall be the principal address of the Corporation

**ARTICLE 5 - OFFICERS**

The Officers shall be elected by a majority vote of the Directors of this Corporation. The officers of the Corporation shall be:

President:	Jean L. Upton
Vice President:	Linda F. Hill
Secretary:	Rita Albaugh
Treasurer:	Linda F. Hill

whose mailing addresses shall be the principal address of the Corporation.

**ARTICLE 6 - PRINCIPAL OFFICE**

The principal office of this Corporation is 4400 23rd Avenue Southwest, Naples, Florida 34116 and the mailing address is the same.

**ARTICLE 7 - INCORPORATOR**

The name and street address of the Incorporator of this Corporation is Elsie Sanchez, 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

**ARTICLE 8 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE 9 - CAPITAL STOCK**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

H18000087342 3

**SPIEGEL & UTRERA, P.A.**LAWYERS  
www.amerilawyer.com

1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

H18000087342 3

NIGHTINGALESCHARITY.ORG CORPORATION  
Page 3**ARTICLE 10 - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

**ARTICLE 11 - VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

**ARTICLE 12 - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

**ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

**ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 15 - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

H18000087342 3



1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

18 MAR 19 PM 3:11  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

FILED

H18000087342 3

NIGHTINGALESCHARITY.ORG CORPORATION  
Page 4**ARTICLE 16 - DISSOLUTION**

Upon 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 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 public purpose. Any such assets not so disposed of shall be disposed of by 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 said Court shall determine, which are organized and operated exclusively for such purposes.

FILED  
18 MAR 19 PM 3:11  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

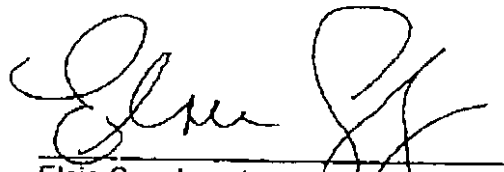
H18000087342 3



1840 CORAL WAY, 4TH FLOOR, MIAMI, FL 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 860-2076  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605

H18000087342 3

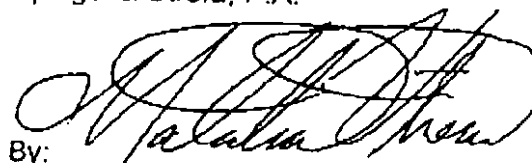
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 03-19-2018.

  
Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.

  
By: Natalia Utrera  
Natalia Utrera, Vice President

H18000087342 3



[www.amerilawyer.com](http://www.amerilawyer.com)

1840 CORAL WAY, 4<sup>TH</sup> FLOOR, MIAMI, FLORIDA 33145 - (305) 854-6000 - (800) 603-3900 - FACSIMILE (305) 857-3700  
MAILING ADDRESS - POST OFFICE BOX 450605, MIAMI, FL 33245-0605