

Division of Corporations

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
COMMERCIAL SERVICES

**FLORIDA PROFIT/NON PROFIT CORPORATION
WARRIOR SMILES, INC.**

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**ARTICLES OF INCORPORATION
OF
WARRIOR SMILES, INC.**

ARTICLE I. - NAME

The name of the Corporation shall be WARRIOR SMILES, INC. (the "Corporation").

ARTICLE II. - STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes (the "Act").

ARTICLE III - GENERAL AND SPECIFIC PURPOSES; PROHIBITED ACTIVITIES

Section 1. General and Specific Purposes. The corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations issued thereunder or the corresponding provisions of any future United States Revenue Law. The initial specific function of the corporation shall be to provide free dental implants to veterans of the United States Armed Forces.

Section 2. Prohibited Activities. 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 III hereof. The Corporation shall not attempt to influence legislation by propaganda or otherwise; nor shall it directly or indirectly participate in, or intervene in (by publication or distribution of any statements or otherwise) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation may not (i) engage in any act of "self-dealing," as defined in Section 4941(d) of the Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Code; (ii) retain any "excess business holdings," as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code; (iii) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code; and (iv) make any "taxable expenditures", as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed in Section 4945(a) of the Code. Further, the Corporation shall distribute for its exempt purpose, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a) of the Code.

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ARTICLE IV. - TERM

The Corporation shall have a perpetual existence.

ARTICLE V. - NON-MEMBERSHIP CORPORATION

The Corporation shall not have any members.

ARTICLE VI. - INCORPORATORS

The name and address of the incorporator of the Corporation are as follows:

BRANT, REITER, MCCORMICK & JOHNSON, P.A.
135 West Bay Street, Suite 400
Jacksonville, Florida 32202

ARTICLE VII. - LOCATION OF PRINCIPAL OFFICE AND
IDENTIFICATION OF REGISTERED AGENT

Section 1. St. Johns County is the county in the State of Florida where the principal office for the transaction of the business of the Corporation is to be located. The street address of the initial principal office of the Corporation is 319 W. Town Place, Suite 21, St. Augustine, Florida 32092. The mailing address of the initial principal office of the Corporation is 319 W. Town Place, Suite 21, St. Augustine, Florida 32092.

Section 2. The street address of the Corporation's initial registered office and the name of its initial registered agent at such address are BRANT, REITER, MCCORMICK & JOHNSON, P.A., 135 West Bay Street, Suite 400, Jacksonville, Florida 32202.

ARTICLE VIII. - MANAGEMENT OF CORPORATE AFFAIRS

Section 1. Board of Directors. The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the Corporation shall be no fewer than three (3) persons and no more than fifteen (15) persons; provided, however, that such number may be changed (but not less than three (3)) by a bylaw duly adopted by the directors. The method of election of the members of the board of directors shall be stated in the bylaws of the Corporation.

The directors named herein as the first board of directors shall hold office as set forth in the bylaws of the Corporation. The names of such initial members of the board of directors shall be Steven R. Freeman, Jennifer A. Freeman, and Amy Shindler.

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Corporate Officers. The board of directors shall elect the following officers: president, vice-president, secretary and treasurer, and such other officers as the bylaws of the Corporation may authorize the directors to elect from time to time. The names and addresses of the initial officers of the Corporation shall be as follows:

Steven R. Freeman, President
319 W. Town Place, Suite 21
St. Augustine, Florida 32092

Jennifer A. Freeman, Vice-President
319 W. Town Place, Suite 21
St. Augustine, Florida 32092

Amy Shindler, Secretary and Treasurer
319 W. Town Place, Suite 21
St. Augustine, Florida 32092

ARTICLE IX. - BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Act, bylaws of the 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 therefor in the bylaws.

ARTICLE X. - DEDICATION OF ASSETS

The property of the Corporation is irrevocably dedicated to religious, charitable and educational purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer, or to the benefit of any private individual.

ARTICLE XI. - DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for religious, educational, or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

ARTICLE XII. - STOCK

This Corporation shall not have any power to issue certificates of stock or declare dividends.

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ARTICLE XIII. - AMENDMENT OF ARTICLES

Subject to the limitations contained in the bylaws, amendments to these Articles of Incorporation may be adopted by the majority vote of the board of directors at a regular or special meeting called for said purpose or by following the procedures set forth therefor in the bylaws.

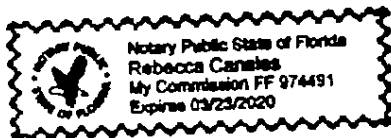
I, the undersigned, being the incorporator of the Corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida, have executed these Articles of Incorporation on May 16, 2018.


BRANT, REITER, MCCORMICK &
JOHNSON, P.A.

By: 
Thomas M. Reiter, President

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 16th day of May, 2018, by Thomas M. Reiter, who ☒ is personally known to me or who ☐ has produced _____ as identification.




Print Name: Rebecca Canales
Notary Public - State of Florida at Large

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for WARRIOR SMILES, INC., a Florida not-for-profit corporation, in accordance with Florida Statutes, Section 617.0501, as may be amended from time to time.

BRANT, REITER, MCCORMICK &
JOHNSON, P.A.

By: 
Thomas M. Reiter, President