

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
The WalkUp Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
The WalkUp Foundation, Inc.
(a Florida Not for Profit Corporation)**

**ARTICLE I.
NAME**

The name of the corporation shall be "*The WalkUp Foundation, Inc.*" (hereinafter referred to as the "Corporation").

**ARTICLE II.
PRINCIPAL OFFICE**

The street address and mailing address of the principal office is 5645 Coral Ridge Drive #443, Coral Springs, FL 33076-3124.

**ARTICLE III.
PURPOSE**

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future federal tax code. Notwithstanding any other provision of these Articles, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and 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 Code, or the corresponding provision of any future federal tax code.

**ARTICLE IV.
NUMBER AND MANNER OF ELECTION OF DIRECTORS**

The number and the manner in which the directors are elected or appointed shall be as stated in the Bylaws of the Corporation, provided that there shall be at least three directors.

ARTICLE V.
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

Ryan B. Petty	5645 Coral Ridge Drive, Suite 443 Coral Springs, FL 33076-3124
Kelly J. Petty	5645 Coral Ridge Drive, Suite 443 Coral Springs, FL 33076-3124
Nuren Gursahancy	5645 Coral Ridge Drive, Suite 443 Coral Springs, FL 33076-3124

ARTICLE VI.
MEMBERS

The members, if any, and qualifications of the members shall be as stated in the Bylaws of the Corporation.

ARTICLE VII.
LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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.

B. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and 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 the Code Section 501(c)(3), or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under the Code Section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

ARTICLE VIII.
LIMITATION ON LIABILITY

To the fullest extent permitted by Sections 607 and 617, Florida Statutes, as now in effect or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director; provided, however,

such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

ARTICLE IX.

INITIAL REGISTERED OFFICE AND AGENT

The Corporation's Registered Office in the State of Florida is to be located at 1200 S Pine Island Road, Suite #250, Plantation, FL 33324; and, the Registered Agent in charge of such Registered Office is C T Corporation System.

ARTICLE X.

DISTRIBUTION ON DISSOLUTION

Upon 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 charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws. Any such assets not so distributed shall be distributed 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 said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI.

INCORPORATOR

The name of the sole incorporator of the Corporation is Harry J. Friedman, c/o Greenberg Traurig, P.A., 401 East Las Olas Boulevard, Fort Lauderdale, FL 33301.

The undersigned executes these Articles of Incorporation of *The WalkUp Foundation, Inc.* this 23rd day of May, 2018.


HARRY J. FRIEDMAN, Incorporator

**CONSENT OF REGISTERED AGENT
OF
The WalkUp Foundation, Inc.**

The undersigned, *C T Corporation System*, having been named as registered agent to accept service of process for *The WalkUp Foundation, Inc.*, a Florida Not for Profit Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

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

[Signature]
Required Signature of Registered Agent

5/23/18
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.

[Signature]
Required Signature of Incorporator

May 23, 2018
Date