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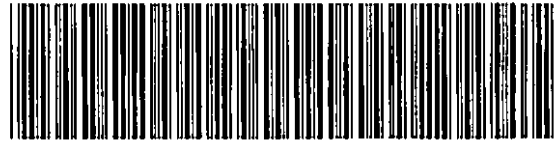
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MAY 25 2018



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18 MAY 24 PM 3:43
CLERK OF COURT
CLERK OF COURT
CLERK OF COURT

Thomas A. Roman
Paula C. Roman
Peter T. Roman
Michael Roman Lentini



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May 22, 2018

Florida Department of State
Division of Corporations
Attn: Nadira D. McClees-Sams, Regulatory Specialist, II
P.O. Box 6327
Tallahassee, FL 32314

RE: Noah's Army Foundation, Inc.
Reference Number: W180000-42670

Dear Ms. McClees-Sams:

Per your letter dated May 8, 2018, enclosed please find the Articles of Incorporation, noting the incorporators' address on page 4.

Thank you for your attention to this matter.

Sincerely,

ROMAN & ROMAN, P.A.

Thomas A. Roman, Esq.

TAR/clr
Enclosure

INCORPORATIONS
COMMERCIAL
SERVICES

RECEIVED
2018 MAY 24 PM 1:17

18 MAY 24 PM 3:43
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 8, 2018

ROMAN & ROMAN, P.A.
2274 STATE ROAD 580
CLEARWATER, FL 33763

SUBJECT: NOAH'S ARMY FOUNDATION, INC.
Ref. Number: W18000042670

We have received your document for NOAH'S ARMY FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Nadira D McClees-Sams
Regulatory Specialist II

Letter Number: 118A00009455

18 MAY 24 PM 3:43
DIVISION OF CORPORATIONS
FLORIDA

COVER LETTER

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

SUBJECT: NOAH'S ARMY FOUNDATION, 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: ROMAN & ROMAN, P.A.

Name (Printed or typed)

2274 State Road 580

Address

Clearwater, FL 33763

City, State & Zip

727-736-2515

Daytime Telephone number

hljeffries@gmail.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

FILED
TALLAHASSEE, FLORIDA

18 MAY 24 PM 3:43

**ARTICLES OF INCORPORATION
OF
NOAH'S ARMY FOUNDATION, INC.
A Florida Non-Profit Corporation**

The undersigned natural person of legal age, being desirous of forming a not-for-profit corporation under the provisions of Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - Name

The name of the corporation shall be **NOAH'S ARMY FOUNDATION, INC.** (called the "Corporation").

ARTICLE II - Commencement and Duration

The Corporation is to commence upon the filing of these Articles of Incorporation, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III - Purposes

The specific purposes for which the Corporation is organized are to raise money and provide programs for charitable and educational purposes, including, but not limited to the following: (1) scholarships for educational and training programs for those people wanting to become first responders, such as law enforcement, firefighters, and emergency medical technicians; (2) music programs for children in long-term health care which donates used musical instruments that can be given to the children for them to keep while they learn to both read and write music; (3) organizations for veterans such as Wounded Warrior Project, and Paws for Patriots; (4) assistance programs for senior citizens which help them either financially or with labor services to help with home repairs and maintenance to facilitate them continuing to live in their own homes; (5) animal rescue groups; and (6) programs that preserve natural habitats and sanctuaries in the United States.

The Corporation's operations will including solicit donations from sponsors, organizing and promoting fund-raising events of all lawful types, and receiving, holding, investing, and administering such money and property to ultimately make expenditures for the benefit of the above-referenced purposes, causes, organizations, and programs, and not for pecuniary profit. The distribution of assets of the Corporation upon dissolution of the corporate existence shall be used exclusively for exempt purposes, such as for educational or charitable purposes.

The Corporation is organized exclusively for charitable and educational purposes, which shall also include 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.

No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to its members, 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 payment and distributions in furtherance of the above-referenced purposes.

The property of this Corporation is irrevocably dedicated to the above-stated charitable and educational purposes, and no substantial part of the activities of the Corporation shall be for the 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, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the above-stated purposes of this Corporation.

Upon the dissolution of the Corporation, its 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 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 said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV - Powers

The Corporation shall have all powers granted by law to not-for-profit corporations subject to the limitations described in Article III above.

ARTICLE V - Non-Stock Basis

The Corporation is organized upon a non-stock basis and shall not issue shares of stock.

ARTICLE VI - Membership

The Membership of the Corporation shall include Members as provided in the Corporation's Bylaws without limitation as to race, gender, national origin, religious affiliation, or physical abilities. All Members shall have the same rights and privileges and each member shall be entitled to one (1) vote on all corporate matters requiring a vote of the Membership. Except as otherwise provided by law, the Members in attendance at any duly called meeting shall constitute a quorum and the majority vote of the Members in attendance shall govern as to all matters requiring a vote of the Membership.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the Members of the Corporation adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the Members. The Corporation shall have three (3) Directors initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3).

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ARTICLE VIII - Bylaws

The Board of Directors of the Corporation may provide, adopt, amend, or repeal such Bylaws that are necessary for the carrying out of the Corporation's above-stated purposes.

ARTICLE IX - Principal Place of Business and Mailing Address

The principal place of business of the Corporation at 3029 Hardin Combee Road, Lakeland, FL 33801, and its mailing address shall be 3029 Hardin Combee Road, Lakeland, FL 33801.

ARTICLE X - Amendment

These Articles of Incorporation may be amended at any time by a vote of the majority of the Board of Directors and such amendments may be proposed and adopted in the manner provided for in the Bylaws.

ARTICLE XI - Initial Registered Office and Registered Agent

The initial registered agent of the corporation and the registered agent's address is:

ROMAN & ROMAN, P.A.
2274 State Road 580
Clearwater, FL 33763.

Acknowledgment of Registered Agent

Having been named as registered agent and designated to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I certify that I am familiar with and accept the responsibilities of registered agent for the corporation, relative to keeping open said registered office, and hereby acknowledge and accept to act in this capacity and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

ROMAN & ROMAN, P.A.

By: 

Thomas A. Roman, President

ARTICLE XII - Incorporators

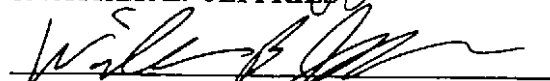
The name and address of the Incorporators to these Articles of Incorporation are:

HEATHER L. JEFFRIES, and
WILLIAM B. JEFFRIES.

18 MAY 24 PM 3:43
FILED
CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR THE
NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned, as Incorporator, hereby executes these Articles of Incorporation this 18th day of April, 2018.


HEATHER L. JEFFRIES


WILLIAM B. JEFFRIES

Incorporators' Address:

3029 Hardin Combee Road
Lakeland, FL 33801