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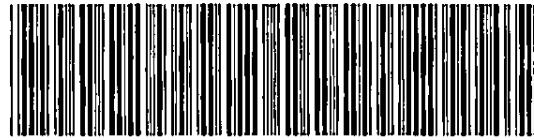
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

Florida Nonprofit Filing

SUBJECT: JAMES HARRELL 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: JAMES HARRELL
Name (Printed or typed)

13502 CAPITAL DRIVE
Address

TAMPA FLORIDA 33613
City, State & Zip

813 234-3360
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
JAMES HARRELL FOUNDATION, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)**

The undersigned subscriber to these Articles of Incorporation is a person competent to contract and hereby forms a non-profit corporation under the laws of the State of Florida.

ARTICLE I – CORPORATE NAME

The name of the corporation is JAMES HARRELL FOUNDATION, INC.

ARTICLE II – DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III – PURPOSE

The purpose of James Harrell's Foundation is to provide educational assistants to youth for higher education in the Tampa Bay Area. .

This 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.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

No part of the net earnings of the organization shall be included in the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

2018 AUG 29 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE IV – CAPITAL STOCK

N/A

ARTICLE V –PRINCIPAL OFFICE

Principal Office

The principal office of the corporation shall be in the city of Tampa. County of Hillsborough, State of Florida

Mailing Address: The mailing address of the corporation is
 1417 Tampa Park Plaza Street
 Tampa, Florida 33605

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is:

Foster Lovett
Lovett & Company CPA, PA
1407 Tampa park Plaza Street
Tampa, Florida 33603

ARTICLE VII – INCORPORATOR

The name and address of the incorporator of this corporation is:

James Harrell
13502 Capital Drive
Tampa Florida 33613

ARTICLE VIII – OFFICERS

The names and addresses of the persons who are the initial officers of the Corporation are as follows:

Names	Address	City, State Zip	Title
James Harrell President	13502 Capital Drive	Tampa, FL 33613	
Foster Lovett Treasurer	3022 Annadale Circle.	Brandon, FL 33511	
Linda Harrell Secretary	13502 Capital Drive	Tampa, FL 33613	
Wardel Norman Board Member	12004 Timber hill Drive	Riverview, FL 33569	

Officers

1. Number, Tenure Qualifications. The official Staff of the Corporation shall consist of a President, Vice-President, Secretary, & Treasurer, and such other officers and assistant officers as directed by the President.
2. General power. The business and affairs of the Corporation shall be managed by its Board (referred to in the Articles of incorporation as Official Staff), which shall exercise all of the powers of the Corporation and so all such lawful acts and things as required or permitted to be done by such a Board by law, the Articles of incorporation or these By-Laws.
3. Tenure, Qualifications, and appointments. The Official Staff shall meet the qualifications set forth in the applicable Florida Statutes and who are willing to assist the Corporation in time, talent, and/or contributions. Each officer shall hold office for as long as they are willing to serve, unless they a) die, b) resign, c) remove, or d) fail to attend 75% of the scheduled meetings within a twelve month period, in which case the vacant office shall immediately be filled and should continue until reasons a, b, c, or d is violated.
4. Removal. The official Staff, whenever, in its judgment and the best interest of the Corporation, will be served thereby may remove any officer appointed by the President. A vote of 60% of the officers present requesting the officer in question to be removed. The officer removed will receive a letter via United States Postmaster stating the reason for removal, and effective removal date.

5. Vacancies. A vacancy of any officer because of death, resignation, or removal may be appointed by the President or at the recommendation of the Board of Directors and the Official Staff in good standing.
6. Duties of the officers
 - a. The President shall be the principal officer of the Corporation, shall preside at all meetings of the officers. In the absence of the President, or in the event of the President's death, or inability to act, the Vice-President shall perform the duties of the President.
 - b. The Vice-President shall perform such duties as may be assigned to him or her from time to time by the President. The Vice-President shall assume the role, duties, and responsibilities of the President in the President's absence.
 - c. The Secretary shall execute all certificates concerning the act or action of the Corporation, keep a record of the minutes and proceedings of all meetings, and shall distribute minutes of past meetings to the official staff at the next meeting.
 - d. The Treasurer shall be the custodian of all books, records, and documents of the Corporation pertaining to its financial affairs; shall keep a count of all monies of the Corporation received and distributed; and shall supervise deposits to the credit of the Corporation at such bank or banks, depository or depositories, as the official staff shall designate.
7. Delegation of Duties. In the absence or disability of any officer of the Corporation, or for any other reason deemed sufficient by the Official Staff, the Official Staff may designate the powers or duties for the time being.
8. Subject to the foregoing, the officers of the Corporation shall have powers and duties specifically conferred by law, the Articles of Incorporation, and these By-Laws, or as may be assigned to them from time to time.
9. Regular Meetings. Regular meetings of the Official Staff shall be held with notice of times and places determined by the President during the fiscal year.

ARTICLE IX – INITIAL BOARD OF DIRECTOR(S)

This corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than two (2). The names of the initial Directors of the corporation are as follows:

James Harrell.
13502 Capital Drive
Tampa Florida 33613

Wardel Norman
12004 Timberhill Drive
Riverview Florida 33569

Linda Harrell
13502 Capital Drive
Tampa Florida

Foster Lovett
3022 Annadale Circle
Brandon, Florida 33511

1. Tenure, Qualifications, and appointments. The Board of Directors shall meet the qualifications set forth in the applicable Florida Statutes and who are willing to assist the Corporation in time, talent, and/or contributions. Each member shall hold office for as long as they are willing to serve, unless they a) die, b) resign, c) remove, or d) fail to attend 75% of the scheduled meetings within a twelve-month period, in which case the vacant office shall immediately be filled and should continue until reasons a, b, c, or d is violated. Vacancies on the Board of directors may be filled by a majority of the Board and the official staff.
2. Annual Election. The Board of Directors shall annually revisit and if necessary elect Directors.

ARTICLE X – BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the members.

ARTICLE XI - NOT FOR PROFIT STATUS

No part of the net earnings of the corporation shall be included in the benefit of, or be distributed to its members, 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 three hereof. No substantial part of the activities of the corporation shall be 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) for 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, except to an insubstantial degree, engage in any activities, or exercise any powers that are not in furtherance of the purposes of this corporation.

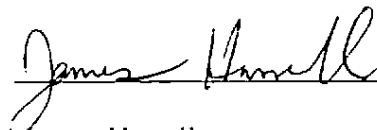
ARTICLE XII – DISSOLUTION

Upon the dissolution of the corporation, at the discretion of the Official Staff, assets shall be distributed to 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 the state or local government, for a public purpose. If necessary, a court shall dispose of any such assets not so disposed of competent jurisdiction of Hillsborough County, or 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 XIII – INDEMNITY OF OFFICERS

This corporation shall indemnify and save harmless its officers and members and from any suits, actions, or judgments arising out of their conduct of the affairs of the corporation, in which suit, action or judgment, any liability shall be alleged or imposed upon any of the corporation's officers on behalf of the corporation, and the corporation shall further pay all costs, legal expenses, and any other charges, that said officer may incur in the defense of any claim, suit, or action that may be instituted against the said officers in their individual capacities, it being the purpose and intent that the corporation shall save its officers and stockholders harmless from any action taken by them in its behalf.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 8 day of August, 2018


James Harrell

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

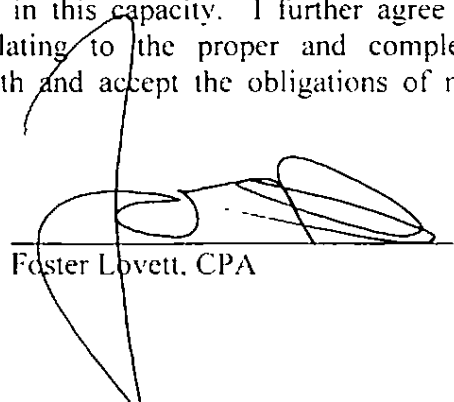
CERTIFICATE OF REGISTERED AGENT OF

JAMES HARRELL FOUNDATION, INC.

Pursuant to Florida Statutes, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its principal office and mailing address as indicated in the Articles of Incorporation, has named **Foster Lovett** located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in the above certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent for said corporation.



Foster Lovett, CPA