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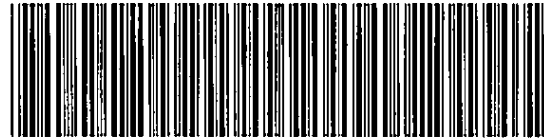
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W18 WWWW 2442

OCT 18 2018

T. SCOTT



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2018 OCT 17 AM 11  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 14, 2018

DREW PASLER  
5962 MORINGSTAR CIRCLE #303  
DELRAY BEACH, FL 33484

SUBJECT: PROJECT WHEN, INC.  
Ref. Number: W18000082442

We have received your document for PROJECT WHEN, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

Please return the corrected original and one copy of 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.

Tyrone Scott  
Regulatory Specialist II  
New Filings Section

Letter Number: 318A00019158

September 26, 2018

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Subject: Project WHEN, Inc.

Enclosed is a corrected original and one (1) copy of the Articles of Incorporation as per your request. The check for \$78.75 to cover the Filing Fee and a Certificate of Status was sent on August 29, 2018.

Drew Pasler  
5962 Moringstar Circle #303  
Delray Beach, FL 33484  
860-965-8508  
[drewpasler@yahoo.com](mailto:drewpasler@yahoo.com)

Signed:



Drew Pasler

09/26/2018

Date

Articles of Incorporation

Project WHEN, Inc.

501(c)(3) Non-for-Profit Organization

EIN: 83-1675466

FILED  
2018 OCT 17 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is Project WHEN, Inc. a not-for-profit charitable organization dedicated to advancing the Welfare, Health, and Education Now for the betterment of humanitarian groups in the United States of America, as well as, internationally. This will be accomplished through the involvement of like-minded people with the desire to help those in need.

Article II

Principal Office and Books

1. Principal Office and Mailing Address – The principal office and mailing address of the Corporation shall be: 5962 Morningstar Circle #303, Delray Beach, FL 33484.
2. Other Offices – The Corporation may also have offices at such other places within Broward and Palm Beach Counties, Florida as the Board of Directors determine.
3. Books and Records – There shall be kept at the office of the Corporation correct books of account of the activities of the Corporation.

Article III

Purpose

Project WHEN, Inc. is a not-for-profit charitable organization dedicated to advancing the Welfare, Health, and Education Now for the betterment of humanitarian groups in the United States of America, as well as, internationally. This will be accomplished through the involvement of like-minded people with the desire to help those in need.

Article IV

Board of Directors

1. Management of the Corporation - The Corporation shall be managed by the Board of Directors which shall consist of not less than three (3) directors. Each director shall be at least twenty-one (21) years of age.

2. Election and Term of Directors – At each annual meeting, Directors shall be elected to hold office until the next annual meeting. Each director shall hold office until the expiration of the term for which elected and/or until a successor has been elected and shall have qualified, or until prior resignation or removal.
3. Number of Directors – The number of directors may be increased or decreased by a majority vote of all the directors. No decrease in the number of directors shall shorten the term of any incumbent director.
4. Removal of Directors – Any or all the directors may be removed for cause by an action of the Board of Directors.
5. Vacancies – A vacancy in any office by reason of death, resignation, inability to act, disqualification, or otherwise, may at any time be filled for the unexpired portion of the term by the Directors then in office. Any Director so elected shall hold office until the regular election and qualification of a successor.
6. Regular Meetings – The Board of Directors shall convene for regular meetings at least four (4) times a year at such time and place determined by the Directors. The annual meeting shall be held in September of each year for the purpose of the election of officers and Directors, approval of the annual action plan, and the transaction of such other business as may come before the meeting.
7. Special Meetings – Special meetings of the Board maybe called by the President on two days notice to each Director. Special meetings may also be called on the written or verbal request of any Director.
8. Quorum – One-third of the entire Board of Directors shall be present at a meeting in order to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, unless otherwise provided by law, the Articles of Incorporation. If a quorum is not present, a majority of the Directors present may adjourn the meeting from time to time to such time and place as they may determine without notice, other than announcement at the meeting, until enough Directors to constitute a quorum shall attend. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Directors.
9. Telephone Meetings – Any one or more members of the Board of Directors or any committee thereof may participate in any meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.
10. Action by the Board of Directors without Meeting – Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or the committee.
11. Compensation – Directors of the Board shall receive no salary or other compensation for their services as Directors.

## Article V

### Officers

1. Numbers and Election – The officers of the Corporation shall be a President, Vice President, Secretary/Treasurer. The officers shall be elected at the annual meeting of the Board of Directors and each shall serve a period of one year. All officers of the Board are members of the Executive Committee.
  - a. The President shall be:  
Drew Pasler  
5962 Moringstar Circle #303  
Delray Beach, FL 33484
  - b. The Vice President shall be:  
Austin Melendez  
5962 Moringstar Circle #303  
Delray Beach, FL 33484
  - c. The Secretary/Treasurer shall be:  
Jackie Brandon  
27110 Jones Loop Road #160  
Punta Gorda, FL 33982
2. President – The President shall be the Chief Executive Officer of the Corporation and shall have the general direction of the affairs and property of the Corporation and of its several officers and shall exercise all such powers and discharge such duties as usually pertain to such office.
3. Vice President – The Vice President shall, pursuant to the direction of the Board, perform all duties and possess and exercise the powers of the President in the event of the President's absence or disability and shall have such other powers as the Board shall determine and shall perform such other duties as may be assigned by the Board.
4. Secretary – The Secretary shall attend all meetings of the Directors and shall record all the proceedings and votes of the meetings.
5. Treasurer – The Treasurer shall provide oversight of the financial affairs of the Corporation. The Treasurer may execute all instruments requiring the signature of the Treasurer.
6. Other Officers – The Corporation may have such other officers, agents and employees as shall be determined from time to time by the Board.

## Article VI

### Registered Agent

1. Registered Agent – A Registered Agent receives important legal and tax documents on behalf of the Corporation, including important mail sent by the State such as annual reports or statements, tax documents sent by the State's Department of Taxation, and Service of Process.
  - a. The Registered Agent shall be:  
Drew Pasler  
5962 Moringstar Circle #303  
Delray Beach, FL 33484

Having been named as Registered Agent to accept service of process for the above state 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

09/26/2018  
Date

Article VII

Incorporator

1. Incorporator – An Incorporator is the individual who organizes the incorporation and arranges for the Articles of Incorporation to be filed with the Secretary of State. The Incorporator signs the Articles, verifying the information submitted is true and correct.

- a. The Incorporator shall be:

Drew Pasler  
5962 Moringstar Circle #303  
Delray Beach, FL 33484

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 817.155.F.S.,

  
Signature

09/26/2018  
Date

Article VIII

Effective Date

1. Effective Date – The effective date of this Corporation will be the date the Articles are received for filing.

Article IX

Dissolution of Assets

Upon the 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 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.