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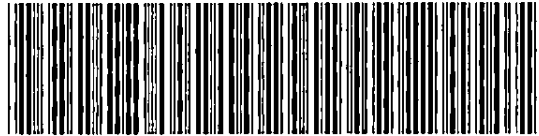
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P: 866.625.0838  
F: 866.625.0839  
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Account#: I20000000088

Date: 11/06/2018

Name: Jennifer Bialowas

Reference #: 1010621

Entity Name: The Green Hand Project, Inc.

- ☒ Articles of Incorporation/Authorization to Transact Business
- ☐ Amendment
- ☐ Change of Agent
- ☐ Reinstatement
- ☐ Conversion
- ☐ Merger
- ☐ Dissolution/Withdrawal
- ☐ Fictitious Name
- ☒ Other Upon Filing please provide a certified copy and Certificate of status

Authorized Amount: 87.50

Signature: Jennifer Bialowas

**ARTICLES OF INCORPORATION**  
*of*  
**THE GREEN HAND PROJECT, INC.**

A Florida Not For Profit Corporation

*In compliance with Chapter 617, F.S.*

The undersigned individual, being 18 years of age or older and acting as incorporator under the Florida Not For Profit Corporation Act (the "Act"), adopts the following Articles of Incorporation:

**ARTICLE I.**

The name of the corporation shall be: The Green Hand Project, Inc.

**ARTICLE II.**

The principal place of business of the corporation is:

1420 Celebration Blvd, Suite 107  
Celebration Florida, 34747

The mailing address of the corporation is

1420 Celebration Blvd, Suite 107  
Celebration Florida, 34747

**ARTICLE III.**

A. The corporation shall be a not for profit corporation. The corporation is organized and operated exclusively for charitable, religious, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"; all references to any section of the Code in these Articles shall be deemed to refer to the corresponding section of any future federal tax code), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Code. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

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B. The specific purpose of the corporation is to further the safety and security of children in American communities.

C. The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with these Articles and the provisions of the Act.

#### ARTICLE IV.

A. All corporate property is irrevocably dedicated to the purposes set forth in the paragraph entitled ARTICLE III. No part of the net earnings 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 payments and distributions in furtherance of the purposes of the corporation.

B. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Internal Revenue Code section 501(h); this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code section 4942, or the corresponding provisions of any future United States internal revenue law.

D. The corporation will not engage in any act of self-dealing as defined in Internal Revenue Code section 4941(d), or the corresponding provisions of any future United States internal revenue law.

E. The corporation will not retain any excess business holdings as defined in Internal Revenue Code section 4943(c), or the corresponding provisions of any future United States internal revenue law.

F. The corporation will not make any investments in a manner that would subject it to tax under Internal Revenue Code section 4944, or the corresponding provisions of any future United States internal revenue law.

G. The corporation will not make any taxable expenditures as defined in Internal Revenue Code section 4945(d), or the corresponding provisions of any future United States internal revenue law.

#### ARTICLE V.

The directors shall be elected and appointed in the manner provided in the Bylaws of the corporation.

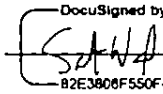
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## ARTICLE VI.

The name and address of the initial registered agent of the corporation are:

Scott Ward  
1420 Celebration Blvd, Suite 107  
Celebration Florida, 34747

*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.*

DocuSigned by:  
  
82E3808F550F4D9 Scott Ward

Date: November 6, 2018 | 10:48 AM PST

## ARTICLE VII.

The name and address of the incorporator are:

Scott Ward  
1420 Celebration Blvd, Suite 107  
Celebration Florida, 34747

## ARTICLE VIII.

The corporation will not have members.

## ARTICLE IX.

A. Indemnification. The corporation shall indemnify to the fullest extent not prohibited by law any person who was or is a party or is threatened to be made a party to any Proceeding against all expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such Proceeding.

B. Advancement of Expenses. Expenses incurred by a director or officer of the corporation in defending a Proceeding shall in all cases be paid by the corporation in advance of the final disposition of such Proceeding at the written request of such person, if the person:

- (1) furnishes the corporation a written affirmation of the person's good faith belief that such person has met the standard of conduct described in the Act or is entitled to be indemnified by the corporation under any other indemnification rights granted by the corporation to such person; and
- (2) furnishes the corporation a written undertaking to repay such advance to the extent it is ultimately determined by a court that such person is not entitled to be

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indemnified by the corporation under this Article or under any other indemnification rights granted by the corporation to such person.

C. Such advances shall be made without regard to the person's ability to repay such advances and without regard to the person's ultimate entitlement to indemnification under this Article or otherwise.

D. Definition of Proceeding. The term "Proceeding" shall include any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the corporation or otherwise and whether of a civil, criminal, administrative, or investigative nature, in which a person may be or may have been involved as a party or otherwise by reason of the fact that the person is or was a director or officer of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the corporation, or is or was serving at the request of the corporation as a director, officer, or fiduciary of an employee benefit plan of another corporation, partnership, joint venture, trust, or other enterprise, whether or not serving in such capacity at the time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article.

E. Non-Exclusivity and Continuity of Rights. This Article: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the board of directors, both as to action in the official capacity of the person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a person who has ceased to be a director or officer, (iii) shall inure to the benefit of the heirs, executors, and administrators of such person, and (iv) shall extend to all claims for indemnification or advancement of expenses made after the adoption of this Article.

F. Amendments. Any repeal of this Article shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Proceeding.

## ARTICLE X.

No director or uncompensated officer of the corporation shall be personally liable to the corporation for monetary damages for conduct as a director or uncompensated officer; provided that this Article shall not eliminate the liability of a director or uncompensated officer for any act or omission for which such elimination of liability is not permitted under the Act. No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director or uncompensated officer for any act or omission that occurs prior to the effective date of such amendment.

## ARTICLE XI.

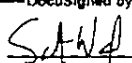
The authority to make, alter, amend or repeal the Bylaws of the corporation is vested in the Board of Directors and may be exercised at any regular or special meeting of the Board of Directors.

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## ARTICLE XII.

On the winding up and dissolution of the corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets shall be distributed as determined by the affirmative vote of a majority of the directors entitled to vote in respect thereof; provided, however, that the assets shall be distributed to the Society of St. Vincent de Paul of Lane County, an Oregon public benefit corporation, provided that the Society of St. Vincent de Paul of Lane County remains an exempt organization within the meaning of Section 501(c)(3) of the Code, or if the Society of St. Vincent de Paul of Lane County is not an exempt organization with the meaning of Section 501(c)(3) of the Code, then the assets shall be distributed to such organization (or organizations) organized and operated exclusively for charitable, religious, scientific, literary or educational purposes, or for the prevention of cruelty to children or animals, which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) (or the corresponding provision of any future United States internal revenue law). Any such assets not so disposed of shall be disposed of by the court of appropriate 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 the court shall determine, which are organized and operated exclusively for such purposes.

DATED: November 6, 2018 | 10:48 AM PST

DocuSigned by:  
  
825800A130F4D0  
Scott Ward, Sole Incorporator

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