

N180000/2948

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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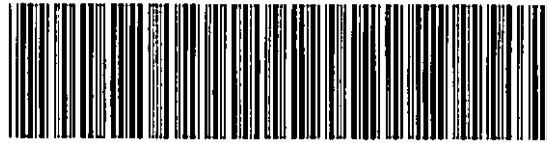
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FL

Hurwit & Associates

Legal counsel for philanthropy and the nonprofit sector

www.hurwitassociates.com

1150 Walnut Street
Newton, Massachusetts 02461
Tel: (617) 630-6900
Fax: (617) 928-3441
Email: info@hurwitassociates.com

November 30, 2018

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

Re: Byrd Rider's Secret Garden, Inc.
Articles of Incorporation

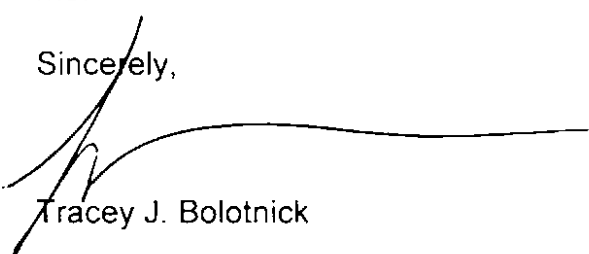
Dear Sir or Madam:

Enclosed please find the following submitted on behalf of the above-named organization:

1. Two copies of the Articles of Incorporation with the Transmittal Letter.
2. Filing Fee in the amount of \$78.75 to obtain a Certified Copy. Please return the Certified Copy to our address in the self-addressed, stamped envelope provided.

Should you have any questions about any of the above, please do not hesitate to contact me.

Sincerely,



Tracey J. Bolotnick

TJB:dh
Enclosures

Cc: Kim Byrd-Rider

COVER LETTER

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

SUBJECT: Byrd Rider's Secret Garden, 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: Tracey Bolotnick

Name (Printed or typed)

1150 Walnut Street

Address

Newton, MA 02461

City, State & Zip

617-630-6900

Daytime Telephone number

info@hurwitassociates.com

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

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

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Byrd Rider's Secret Garden, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:
37 Evergreen Ave.

Key West, FL 33040

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Please see attached.

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TALLAHASSEE, FL

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: As stated in bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Frank Toppino, Chair & Director

Address: PO Box 787
Key West, FL 33040

Name and Title: Michelle Sullivan, Secretary & Director

Address: 5525 College Road
Key West, FL 33040

Name and Title: Ashley Peattie, Treasurer & Director

Address: PO Box 787
Key West, FL 33040

Name and Title: Dr. John Scerbo, Director

Address: 812 Central Road
Boonsburg, PA 17815

Name and Title: Megan Griffin, Director

Address: 70 Batesville Blvd., Suite C
Batesville, AR 72501

Name and Title: Carol Shaughnesse, Director

Address: 2140 S. Dixie Highway, Suite 203
Miami, FL 33133

Name and Title: David Koontz, Director Name and Title: _____
Address: 422 Fleming Street Address: _____
Key West, FL 33040 _____

Name and Title: _____ Name and Title: _____
Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Kim Byrd-Rider
Address: 37 Evergreen Ave.
Key West, FL 33040

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Tracey Bolotnick
Address: 1150 Walnut Street
Newton, MA 02461

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TALLAHASSEE, FL

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

Kim Byrd-Rider
Required Signature of Registered Agent

Nov 1, 2018
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

Nov. 1, 2018
Date

**ATTACHMENT TO ARTICLES OF INCORPORATION
BYRD RIDER'S SECRET GARDEN, INC.**

In Compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE III: PURPOSE

The corporation is organized exclusively for charitable purposes including, but not limited to, providing need-based support to enable individuals 55 and over and 18 and under to obtain health and day care services and to participate in programs that foster mental health through positive interactions and intergenerational relationships between seniors and youths. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under the Florida Not For Profit Corporation Act and which are not inconsistent with the corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE IX: ADDITIONAL PROVISIONS

(a). Restrictions on Activities

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 of the corporation. 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 neither participate nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, 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 Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(b). Indemnification

The corporation shall have power to indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not

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opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The corporation shall have power to indemnify any person, who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation. Indemnification by the corporation shall be governed by Florida Statutes 617.0831 and 607.0850.

(c). Limitation on Personal Liability

No officer or director of the corporation shall be personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy unless: (a) the officer or director breached or failed to perform his or her duties as an officer or director; and (b) the officer or director's breach of, or failure to perform, his or her duties constitutes: (1) a violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (2) a transaction from which the officer or director derived an improper personal benefit, directly or indirectly; or (3) recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

(d). Dissolution

The dissolution of the corporation may be authorized at a meeting of the board of directors by a majority vote of the directors then in office. In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in such manner as required by section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the State of Florida.

(e). Discrimination

The Corporation will not practice or permit discrimination on the basis of gender, race, age, ethnicity, national origin, religion, or disability.

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