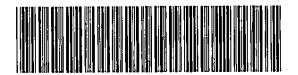
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### CRAMER, PRICE & de ARMAS, P.A.

ATTORNEYS AT LAW

### 1411 EDGEWATER DRIVE, SUITE 200 ORLANDO, FLORIDA 32804

CHARLES W. CRAMER\*
R. DAVID DE ARMAS
STEPHEN H. PRICE
CHAD A. SHIMEL

(407) 843-3300 FAX (407) 843-6300 <u>www.cramerprice.com</u>

Also admitted in Georgia

December 13, 2018

Of Counsel: Philip A. Tharp (1939-2005)

Department of State Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: The Paige Project, Inc.

To Whom It May Concern:

Enclosed herewith please find the following items regarding the incorporation of the above referenced non-profit corporation:

- 1. Original and one copy of Articles of Incorporation;
- 2. Acceptance of Registered Agent, which is attached to the Articles of Organization; and
- 3. A check payable to the Secretary of State in the amount of \$78.75.

Please file the documents on our behalf and remit the Certificate of Incorporation to the undersigned. I have enclosed a self-addressed and stamped envelope.

Thank you in advance for your cooperation.

Sincerely

CHARLES W. CRAMER

CWC/bw Enclosures

Cc: Ken Fuller, Via Email Kaylyn Varnum, Via Email

## ARTICLES OF INCORPORATION OF THE PAIGE PROJECT, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a Corporation for non-profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

### ARTICLE I: NAME

The name of this Corporation shall be The Paige Project, Inc.

### ARTICLE II: PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 2326 S. Parsons Avenue, Seffner, Florida 33584.

### **ARTICLE III: PURPOSE**

The Corporation is organized exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including the making of distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). The specific purposes for which the Corporation is organized are: (i) to spread awareness of Riboflavin Transporter Deficiency and fund medical research; and (ii) to support ministries to the disabled, for the glory of God.

### ARTICLE IV: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 1411 Edgewater Drive, Suite 200, Orlando, Florida, 32804. The name of the initial registered agent of this Corporation at that address is Charles W. Cramer.

### **ARTICLE V: RESTRICTIONS**

A. <u>No Private Inurement</u>. No part of the earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, 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 III hereof. The Corporation shall not have capital stock or shareholders.

B. <u>No Substantial Lobbying</u>. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

C. <u>No Political Campaigning</u>. 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.

D. <u>Irrevocable Dedication</u>. The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

#### **ARTICLE VI: DIRECTORS**

A. <u>Number</u>. The Directors of the Corporation shall consist of not fewer than three (3) Directors and not more than a maximum number determined by the Bylaws of the Corporation as amended from time to time.

B. <u>Initial Directors</u>. The initial Board of Directors are as follows:

Paige Snedeker

Julie Snedeker

2326 S. Parsons Avenue

2326 S. Parsons Avenue

Seffner, Florida 33584

Seffner, Florida 33584

Ken Fuller

2326 S. Parsons Avenue

Seffner, Florida 33584

C. <u>Powers</u>. The Board of Directors shall govern the Corporation, and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United

States, as well as such other rights and authority as are herein granted. Such rights and powers shall

include, but not be limited to, the power to adopt and amend the Bylaws and other corporate

governing documents (except these Articles of Incorporation), by a majority vote, in any way not

inconsistent with the Articles of Incorporation, the laws of the State of Florida, or the laws of the

United States.

D. Term. The term of each member of the Board of Directors shall be as established in

the Bylaws.

E. Amendment. The Board of Directors shall have the power to amend these Articles

of Incorporation, by a majority vote of the Directors then in office, in any way not inconsistent with

the laws of the State of Florida or of the United States.

F. <u>Election</u>. The method of electing the Board of Directors shall be contained in the

Bylaws.

**ARTICLE VII: INCORPORATOR** 

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

Charles W. Cramer, Esq.

1411 Edgewater Drive, Suite 200

Orlando, Florida 32804

**ARTICLE VIII: DISSOLUTION** 

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 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 disposed of shall be disposed of

by the Court having jurisdiction over the Corporation to such organization or organizations, as said

Court shall determine, which are organized and operated exclusively for such purpose.

<u>ARTICLE IX – MEMBERS</u>

Articles of Incorporation

The Corporation shall not have members.

### ARTICLE X - POWERS

- A. <u>General</u>. The Corporation shall have all the rights and powers customary and proper for tax-exempt non-profit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.
- B. <u>Restrictions</u>. Notwithstanding any other provisions of the Articles of Incorporation or this amendment to the Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or by a Corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).
- C. <u>Charitable Trusteeship, etc.</u> The Corporation shall be empowered to hold or administer property for the purposes stated in Article III of the Articles of Incorporation, including the power to act as trustee.

### ARTICLE XI – LIMITATION OF LIABILITY

A. <u>Limitation</u>. The personal liability is hereby eliminated entirely of a director to the Corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) for any appropriation, in violation of his/her duties of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Florida Chapter 617, as amended; (iv) for any transaction from which the director derived an improper personal benefit; or (v) for any excise tax prescribed by Internal Revenue Code, Sections 4940 through 4945 (including the

corresponding provisions of any future United States Internal Revenue law, and not restricting

the Corporation from providing insurance in connection with such excise taxes).

Β. No Effect on Prior Liability. Such provision shall not eliminate or limit the

liability of a director for any act or omission occurring prior to the date of the Articles of

Incorporation or this amendment to the Articles of Incorporation, when such provision becomes

effective.

C. Amendment. Any repeal or modification of the provisions of this Article shall be

prospective only, and shall not adversely affect any limitation on the personal liability of a

director of the Corporation with respect to any act or omission occurring prior to the effective

date of such repeal or modification, and must be approved by ninety percent (90%) of the

directors present at a duly noticed meeting with a quorum present. In the event of any

amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination

or limitation of liability of directors, then the liability of a director of the Corporation shall be

limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code,

in addition to the limitation on personal liability provided herein.

D. Severability. In the event that any provision of this Article (including a clause) is

held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the

remaining provisions are severable and shall remain enforceable to the fullest extent permitted by

law.

The undersigned incorporator has made and subscribed these Articles of Incorporation this

11<sup>th</sup> day of December, 2018.

harles W. Cramer, Esq., Incorporator

Articles of Incorporation

### ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, §607.0505 of the Florida Statutes.

Done this 11<sup>th</sup> day of December.

Charles W. Cramer, Registered Agent