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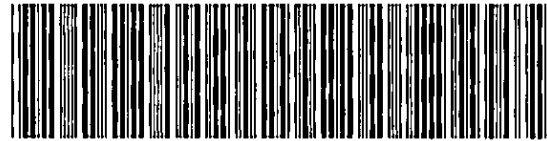
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COVER LETTER

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

SUBJECT: MT&M 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: J. William Williams

Name (Printed or typed)

2409 14th Street

Address

Gulfport, Mississippi 39501

City, State & Zip

(228) 326-9152

Daytime Telephone number

bwilliams@wn-law.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: MT&M FOUNDATION, INC.

ARTICLE II PRINCIPAL OFFICE

Principal street address:
408 Hidden Island Drive

Panama City Beach, Florida 32408

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: to provide support to veterans, veterans' families, and chronically ill
children through various methods, including, without limitation, art therapy, at no cost to the recipients.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: As provided in the
corporation's bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Tamara A. Bruce, Pres. and Director

Address: 408 Hidden Island Drive

Panama City Beach, Florida 32408

Name and Title: Muffy Patterson, Vice Pres. & Dir.

Address: 7891 Treehouse Terrace

Fountain, Colorado 80817

Name and Title: Kimberly Ratliff, Sec., Treas. & Dir.

Address: 91-1017 Kaihohonu Street

Ewa Beach, Hawaii 96706

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____

Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

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: Tamara A. Bruce

Address: 408 Hidden Island Drive

Panama City Beach, FL 32408

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: J. William Williams

Address: 2809 14th Street

Gulfport, Mississippi 39501


ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: N/A. (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.)

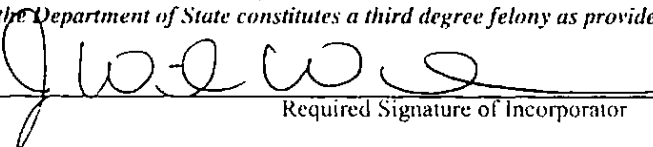
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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


Required Signature of Registered Agent

1/10/2019
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.


Required Signature of Incorporator

1/10/2019
Date

**ATTACHMENT TO
ARTICLES OF INCORPORATION OF
MT&M FOUNDATION, INC.**

ARTICLE IX ADDITIONAL PROVISIONS:

A. Nonprofit Corporation and Charitable Purposes. The corporation shall be a nonprofit corporation under applicable provisions of the Florida Not For Profit Corporation Act. It shall be organized, and at all times thereafter operated, exclusively for public charitable and educational uses and purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The charitable purposes of the corporation shall be carried out in such ways as the Board of Directors shall determine in its discretion. In furtherance of such purposes, the corporation shall have full power and authority:

(i) To carry out charitable, scientific research, or educational purposes, and, more specifically, to provide support to veterans, veterans' families, and chronically ill children through various methods, including, without limitation, art therapy, at no cost to the recipients, through the expending of funds directly for such purposes or by the furnishing of funds to other organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law);

(ii) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the governing instruments of the corporation, as the same shall be amended from time to time; and

(iii) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors in its discretion, to carry out any of the purposes of the corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of applicable provisions of Florida law, including the Florida Not For Profit Corporation Act (within and subject to the limitations of section 501(c)(3) of the Internal Revenue Code).

The corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this paragraph A. of this Article IX and as are exclusively charitable and are entitled to charitable status under section 501(c)(3) of the Internal Revenue Code.

B. Publicly Supported Tax-Exempt Nonprofit Corporation. The corporation shall be neither organized nor operated for pecuniary gain or profit.

(i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, trustee, officer, or director of the corporation, or any other private person; but 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 as set forth in this paragraph B. of this Article IX.

(ii) The corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Internal Revenue Code by reason of attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

(a) By a corporation exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code; or

(b) By a corporation, contributions to which are deductible for federal income tax purposes under section 170(c)(2) of the Internal Revenue Code.

It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the corporation, and all authority and operations of the corporation, shall be construed, applied and carried out in accordance with such intent.

C. Board of Directors. The Board of Directors shall have general charge of the affairs and any property and assets of the corporation. It shall be the duty of the directors to carry out the purposes and functions of the corporation. The directors shall be elected in accordance with the Bylaws of the corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the corporation as a nonprofit public benefit corporation which is exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of section 509(a) of the Internal Revenue Code.

D. Members. The corporation initially shall have no members. However, the Board of Directors of the corporation shall have the power to admit members to the corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges as may be provided from time to time in the Bylaws of the corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes.

E. Dissolution of Corporation. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for 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.

F. Definitions. For purposes of these Articles of Incorporation, “charitable purposes” include charitable, educational, literary, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under section 170(e)(2) of the Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

G. Limitation of Director Liability.

(i) A director of the corporation shall not be personally liable to the corporation or its members (if any) for monetary damages for breach of duty of care or other duty as a director, except for liability (i) for any appropriation, in violation of his or 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, or (iii) for any transaction from which the director derived an improper personal benefit.

(ii) 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.

(iii) In the event that any of the provisions of this Article (including any provision within a single sentence) are 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.