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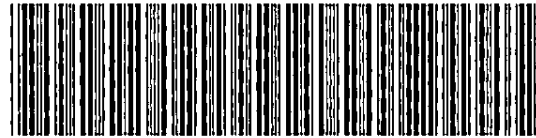
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2019 FEB 26 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR 07 2019

Brumbley

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

TALK ABOUT ADOPTION, INC.

SUBJECT: _____
(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

Yasmin Wardie Adamy, Esq.

FROM: _____
Name (Printed or typed)

2850 Isabella Boulevard, Suite 10

Address

Jacksonville Beach, FL 32250

City, State & Zip

(904) 947-4890

Daytime Telephone number

yaz@adamylaw.com

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

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

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2019 FEB 26 AM 10:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TALK ABOUT ADOPTION, INC.**

The undersigned, a citizen of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be Talk About Adoption, Inc.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PRINCIPAL OFFICE & MAILING ADDRESS

The principal street address and mailing address of the Corporation shall be 210 E. Forsyth Street, Jacksonville, Florida. 32202.

ARTICLE IV - PURPOSE

The purposes for which the Corporation is organized are to:

(a) Provide information about adoption (free of charge); and to educate and spread awareness about adoption and the alternatives to abortion.

(b) The Corporation is organized exclusively for any and all charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) In no event shall the Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder (the "Code"); or (2) of a corporation, contributions to which are deductible under Section 170(c) of the Code;

(d) The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities; and

(e) In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the Act.

ARTICLE V - ELECTION OF CORPORATE DIRECTORS

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

ARTICLE VI - POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of Section 501(c)(3) of the Internal Revenue Code, as may amended:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.

(b) Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.

(c) Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of § 501(h) of the Internal Revenue Code, as may amended.

(d) In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended.

(e) In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992- 2C.B.411-12 as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.

ARTICLE VII - MEETINGS

(a) After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.

(b) The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one-another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

VIII - MANNER OF ELECTION

The manner in which directors are elected or appointed is as provided for in the bylaws.

IX - INITIAL OFFICERS AND/OR DIRECTORS

The initial officers and/or directors of the Corporation are:

Title: President
Name: Callie Snavelly Jett
Address: 210 E. Forsyth Street
Jacksonville, Florida 32202 US

Title: Vice President
Name: Clinton J. Ford
Address: 210 E. Forsyth Street
Jacksonville, Florida 32202 US

ARTICLE X - DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 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.

ARTICLE XI - EFFECTIVE DATE

The Effective Date of the Corporation is the date of filing with the Florida Department of State.

ARTICLE XII - INCORPORATOR

The name and address of the Incorporator is:

Name: Yasmin Wardie Adamy
Address: 2850 Isabella Blvd., Suite 10
Jacksonville Beach, Florida 32250 US

ARTICLE XIII - INITIAL REGISTERED OFFICE AND AGENT

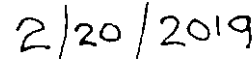
The name and street address of the initial Registered Agent is:

Adamy Law, PLLC
2850 Isabella Blvd., Suite 10
Jacksonville Beach, Florida 32250

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



Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in this document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Required Signature of Incorporator



Dated