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CALIFORNIA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 6, 2019

FRANK N. LAGO, ESQ.
4830 W. KENNEDY BLVD., STE. 600
TAMPA, FL 33602

SUBJECT: HONOR OFF-ROAD, INC.
Ref. Number: W19000054173

We have received your document for HONOR OFF-ROAD, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 919A00011307

COVER LETTER

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

SUBJECT: Honor Off-Road, 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: Frank N. Lago, Esq.

Name (Printed or typed)

4830 W. Kennedy Blvd, Ste 600

Address

Tampa, FL 33602

City, State & Zip

855.521.2222

Daytime Telephone number

frank@bayareacorporatecounsel.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
OF
HONOR OFF-ROAD, INC.**

In compliance with the requirements of the Florida Not-For-Profit Corporation Act, the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

**ARTICLE I
Name and Address**

The name of the not-for-profit corporation is **HONOR OFF-ROAD, INC.** (the "Corporation.") The street address and the mailing address of the initial principal office is **3408 BARBOUR TRAIL, ODESSA, FL 33556**. The Board of Directors may from time to time change the principal office or mailing address of the Corporation to any other address in the State of Florida.

**ARTICLE II
Purposes**

The purposes for which the Corporation is formed are exclusively charitable purposes set forth below. In carrying out such purposes, this Corporation shall have all the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises, and other contributions for such charitable purposes, to hold and administer the funds and properties received and to expend, contribute, and otherwise dispose of the funds or properties for such charitable purposes.

The primary purpose of this Corporation is to do all acts and things requisite, necessary, proper, and desirable to carry out and further the objectives for which the corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the State of Florida applicable to corporations of this character, including, but not limited to, the powers described in Section 617.0302 of the Florida Statutes, as amended, subject, however, to the requirements of any other applicable law and the other limitations provided in these Articles of Incorporation, or the in the Corporation's Bylaws.

Furthermore, the purpose for which the Corporation is organized is to engage in charitable activities, including without limitation, the following: to raise funds from its members and the off-road community generally, to fund cancer research, assist veterans, fight homelessness, hunger, poverty, and any and all other charitable causes, as determined by the Directors.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other 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 of 1986, as amended (or any successor thereto).

**ARTICLE III
Powers**

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The Corporation hereby incorporates by reference any and all corporate powers given to not-for-profit corporations by virtue of Section 617.0302 of the Florida Statutes. The Corporation's activities are limited by the provisions of Section 617.0835 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE IV

Members

The Corporation shall have members.

ARTICLE V

Board of Directors

The business affairs of the Corporation shall be managed, and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The Board of Directors shall be appointed as provided in the Bylaws of the Corporation. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation, but shall never be less than three (3). The Board of Directors shall be selected as provided in the Bylaws, every two years. The names and addresses of the persons who shall serve as the members of the initial Board of Directors of the Corporation until their successors shall be appointed by resolution.

ARTICLE VI

Officers

The officers of the Corporation shall initially be a Co-Presidents, Co-Secretaries, Co-Treasurers, Marketing Directors and Planning Directors, and such other officers as may be provided by the Bylaws. Officers shall be elected every two years by the Board of Directors at its annual meeting.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered agent of the Corporation is the Bay Area Corporate Counsel of 4830 W. Kennedy Blvd, Ste 600, Tampa, FL 33609.

ARTICLE VIII

Bylaws

The Directors of the Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the Bylaws may be amended, altered, or rescinded by a majority vote of the Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

The Bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the Directors, the Officers, and the Members, any standing committees, the control of the property owned by the Corporation and such other things as shall be necessary and proper for the carrying on of the business of the Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended by a majority vote of the members present at any regular meeting or a special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE XI

No Personal Liability

The Directors, Officers, and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts, or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its Directors, Officers, and agents and all of its former officers, directors, and agents, to the fullest extent permitted by law.

ARTICLE XII

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying and making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or the assets of the Corporation shall be distributed to an organization with a similar purpose as described in Article II that qualifies for exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or the assets of the Corporation 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 XIII

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE XIV

Prohibition against Private Inurement

No part of the net income or net assets of the corporation shall inure to the benefit of, or distributable to, its directors, officers, members or other private persons. However, the corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes.

ARTICLE XV

Proscription against Legislative and Political Activities

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. This corporation shall not take any action on any activity not permitted to be taken or carried on by an organization exemption under §501(c)(3) of the Internal Revenue Code of 1986 and its regulations as amended, or by an organization, contributions to which are deductible under §170(c)(2) of such Code and its regulations as amended.

(SIGNATURE PAGE FOLLOWS)

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation of HONOR OFF-ROAD, INC., this May 18, 2019.

DIRECTORS:


KARLA DEGUGAS


ANTONIO DEGUGAS


ANGELA MANZI


MICHAEL MANZI

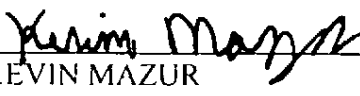

CHAD KEESLER


LAURIE KEESLER


DAVID LUBELSKY


FRANK LAGO


FRANK MIRABILE


KEVIN MAZUR

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

REGISTERED AGENT:

BAY AREA CORPORATE COUNSEL

By: 

Name: Frank N. Lago, Esq.

Title: President.



BAY AREA CORPORATE COUNSEL

4830 W. Kennedy Blvd, Suite 600, Tampa, Florida 33609

Phone: 855.521.2222 ~ Fax: 855.205.1476

Email: Frank@BayAreaCorporateCounsel.com

We've got your B.A.C.C.

June 10, 2019

Mr. Tyrone Scott
850-245-6804 (fax)

RE: Honor Off-Road. Document Number W19000054173

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.

INCORPORATOR:

NAME: BAY AREA CORPORATE COUNSEL
ADDRESS: 4830 W. KENNEDY BLVD. STE 600
TAMPA, FL 33602

BAY AREA CORPORATE COUNSEL

By: Frank N. Lago
Name: Frank Lago
Title: President

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DATE