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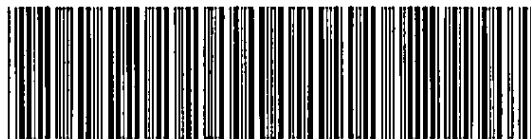
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 15, 2019

ERICKA MANNING
1135 B 8TH COURT SW
VERO BEACH, FL 32962

SUBJECT: JOHANNA'S PROJECT WITH FAITH PROTECTION AND GRACE,
INC.

Ref. Number: W19000075632

The fee to file is \$87.50.,

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: 719A00016867

COVER LETTER

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

SUBJECT: JOHANNA'S PROJECT WITH FAITH PROTECTION AND GRACE, 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: Erika Manning

Name (Printed or typed)

1135 B 8th Court SW

Address

Vero Beach, FL 32962

City, State & Zip

888-501-4374

Daytime Telephone number

johannasprojectfpg@gmail.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
JOHANNA'S PROJECT WITH FAITH PROTECTION AND GRACE, INC.**

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I – NAME AND PRINCIPAL OFFICE

The name of the Corporation, hereinafter referred to as the "Corporation" is Johanna's Project with Faith Protection and Grace, Inc. The principal place of business and mailing address of the corporation is 1135 B 8th Court SW, Vero Beach, FL 32962.

ARTICLE II – DURATION

This Corporation shall exist perpetually, commencing at the time of filing these Articles with the Secretary of State of the State of Florida.

ARTICLE III – NATURE OF ORGANIZATION

The Corporation is organized exclusively for 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 corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, re-invest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received. These Articles of Incorporation, the By-laws of the Corporation, or any applicable laws, to do any purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers, except as permitted under the Not for Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution 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 not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for

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JANET L. HARRIS
TALLAHASSEE, FLORIDA

public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the Federal Government, or State or Local Government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 IV- MEMBERSHIP

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

ARTICLE V- VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the members of the Corporation, and will be included in the by-laws.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 1135 B 8th Court SW, Vero Beach, FL 32962 and the name of the initial Registered Agent for the Corporation at the address is Erika Manning.

ARTICLE VII – TERRITORY

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall be limited to such territory.

ARTICLE VIII – INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of at least three (3) members, who need not be residents of the State of Florida. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the persons who shall serve as directors of this corporation until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

Erika Manning – President & Secretary
1135 B 8th Court SW, Vero Beach, FL 32962

Amir Shabazz – Vice President
1405 East Fern Rd., Lakeland, FL 33801

Wanda Fields – Treasurer
1774 Conley Trace, Conley, GA 30288

ARTICLE IX – INCORPORATOR

The name and address of the incorporator is as follows:

Erika Manning – 1135 B 8th Court SW, Vero Beach, FL 32962

ARTICLE X – LIMITATION OF LIABILITY

Each director and officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, or officer may be entitled as a matter of law.

ARTICLE XI – SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation is or are interested in a contract or transaction, or are directors or officers of any corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

ARTICLE XII – BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of Directors and the members.

ARTICLE XIII – CALLING OF SPECIAL MEETINGS

Special meetings of members may be called by the Board of Directors of the corporation.

ARTICLE XIV – MEMBERS QUORUM AND VOTING

Fifty-one percent (51%) of membership entitled to vote, represented in person, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of fifty-one (51%) of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members.

ARTICLE XV – INDEMNIFICATION

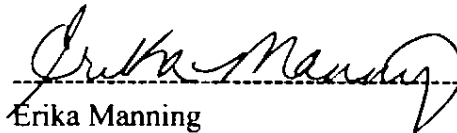
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVI – AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 5 day of Sept, 20 19.

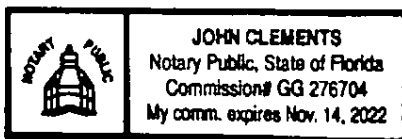
Incorporator:

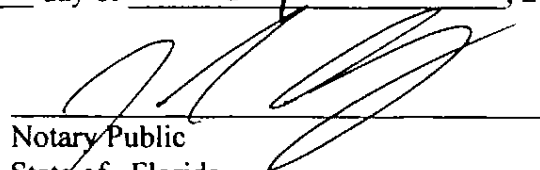

Erika Manning

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared: Erika Manning
Known to me to be the persons who executed the foregoing articles of incorporation and they acknowledge before me that they executed those articles of incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal or stamp in the State and County aforesaid this 5 day of Sept, 20 19.




Notary Public
State of Florida
My Commission Expires:
11/14/2022

**CERTIFICATE OF DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

JOHANNA'S PROJECT WITH FAITH PROTECTION AND GRACE, INC.

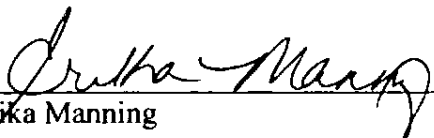
The following is submitted in compliance with the laws of the State of Florida.

Johanna's Project with Faith Protection and Grace, Inc., a not for profit corporation organizing under the laws of the State of Florida, with its principal office located at 1135 B 8th Court SW, Vero Beach, FL 32962, hereby designates Erika Manning, whose address is 1135 B 8th Court SW, Vero Beach, FL 32962, as its agent at that address to accept service of process within this State.

ACCEPTANCE

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:

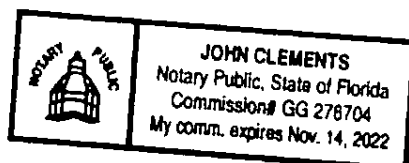


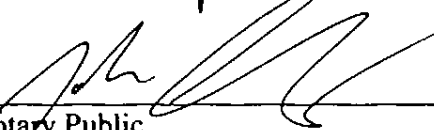
Erika Manning

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared: Erika Manning, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he/she has executed the same for the purposes expressed therein.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal or stamp in the State and County aforesaid this 5 day of sept, 2019.





Notary Public
State of Florida
My Commission Expires:
11/14/2022