

119000011745

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

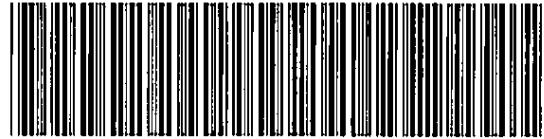
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700335847267

10/22/19--01017--001 **87.50

FILED
2019 OCT 22 PM 2:07
SERIAL 119000011745
TALLAHASSEE, FL 32310

NOV 07 2019

T. SCOTT

COVER LETTER

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

SUBJECT: Shift Up Now, 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: C. William Curtis, III, Esq.

Name (Printed or typed)

701 Market St. Unit 109

Address

St. Augustine, FL 32095

City, State & Zip

904-819-6959

Daytime Telephone number

deborahbowles@curtisfirm.com

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

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

FILED

2019 OCT 22 PM 2:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SHIFT UP NOW, INC.
a Florida not for profit corporation**

In compliance with the requirements of Florida Statutes, Sections 617.01201, 617.0201, 617.0202 and 617.0203, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a Florida not for profit corporation.

ARTICLE ONE – NAME

The name of the Corporation is SHIFT UP NOW, INC.

ARTICLE TWO – PRINCIPAL OFFICE AND ADDRESS

The address of the principal office of the Corporation is 27 Casanova Road, St. Augustine, Florida 32080, and the mailing address of the Corporation is 27 Casanova Road, St. Augustine, Florida 32080.

ARTICLE THREE – DURATION

The term of existence of the Corporation is perpetual; and the corporate existence will commence upon the filing of these Articles of Incorporation.

ARTICLE FOUR – PURPOSE

The purposes for which this Corporation is formed are as follows:

- a. This Corporation is not organized, nor shall it be operated, for the pecuniary gain or profit of any individual or group of individuals through distribution of gains, profits, or dividends to any person. The property, assets, profits, and net income of this Corporation are irrevocably dedicated for charitable purposes, and no part of its profits or net income shall ever inure to the benefit of any director, officer, member, or private individual. Upon the dissolution or winding up of this Corporation, its assets remaining after payment or provision for payment of all debts and liabilities shall be contributed as a gift to benefit not for profit organizations that serve purposes similar to this Corporation's purposes.
- b. This Corporation is organized and shall be operated as a not for profit corporation exclusively for public charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- c. The specific purpose for which this Corporation is formed will be to promote females participating in motor sports, and to spread the message about the positive impacts of confidence and courage.

- d. The general purposes and powers are:
 - (1) To promote the specific purpose set forth above.
 - (2) To receive and collect donations and grants on behalf of the Corporation.
 - (3) To utilize funds to operate the Corporation so that it may achieve the purposes set forth herein.
 - (4) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose and without limit on amount, with any person, firm, or corporation.
 - (5) To do all other acts necessary or expedient for the administration of its affairs and attainment of its purposes.
 - (6) All lawful purposes of a not for profit corporation.
- e. Notwithstanding any of the foregoing powers, this Corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes.

ARTICLE FIVE – DIRECTORS

The business and affairs of this Corporation shall be governed by its Board of Directors. The initial members of the Board of Directors shall be Philippa Mann, Karen Salvaggio, Sarah Montgomery, Shea Holbrook, Lynn Schultz Kehoe and Mandy McGee. The number of Directors, their qualifications, and the procedure for their selection and removal shall be governed by the Bylaws of this Corporation. The Board of Directors shall elect officers at its initial meeting. Until the initial meeting, the President of the Corporation and Chairperson of the Board of Directors shall be Philippa Mann. The numbers and titles of officers, their qualifications, powers and responsibilities, and the procedure for their selection and removal shall be governed by the Bylaws of this Corporation.

ARTICLE SIX – REGISTERED OFFICE OR AGENT

The initial registered office of the Corporation shall be located at 701 Market Street, Unit 109, St. Augustine, Florida 32095. The initial registered agent of the Corporation at that address shall be the Law Offices of Curtis & Associates, P.A., 701 Market Street, Unit 109, St. Augustine, Florida 32095.

ARTICLE SEVEN – INCORPORATOR

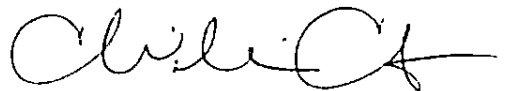
The name and street address of the Incorporator of these Articles of Incorporation is: C. William Curtis III, Esq., 701 Market Street, Unit 109, St. Augustine, Florida 32095.

ARTICLE EIGHT – CONFLICT OF INTEREST POLICY

The Conflict of Interest Policy attached hereto as Exhibit “A” shall apply to this Corporation.

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

The undersigned has executed these articles of incorporation on October 17, 2019.

A handwritten signature in cursive script, appearing to read "C. William Curtis, III", written over a horizontal line.

C. William Curtis, III, Incorporator

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 617.0501 THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: SHIFT UP NOW, INC.
2. The name and address of the registered agent and office is: Law Offices of Curtis & Associates, P.A., 701 Market Street, Unit 109, St. Augustine, Florida 32095.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Law Offices of Curtis & Associates, P.A.



C. William Curtis III
Its: President

Date: October 17, 2019

EXHIBIT "A"

Conflict of Interest Policy for SHIFT UP NOW, INC.

Article I **Purpose**

The purpose of this conflict of interest policy is to protect the interests of SHIFT UP NOW, INC., a Florida not for profit corporation that will apply for designation as a 501(c)(3) corporation (the "Organization"), when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Article II **Definitions**

1. Interested Person

Any director, principal officer, or member of a committee with board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a.** An ownership or investment interest in any entity with which the Organization has a transaction or arrangement;
- b.** A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III **Procedures**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees to whom the governing board has delegated power to consider the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

If the governing board or committee determines that a conflict of interest exists, then it shall take the following steps to address the conflict of interest.

a. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement;

b. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest; and

c. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In a manner consistent with the above determination, the governing board or committee shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflict of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The minutes of the governing board and all committees with board designated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed; and

b. The names of the person who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who received compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI
Annual Statements

Each director, principal officer and member of a committee with powers delegated by the governing board shall annually sign a statement that affirms such person:

- a. Has received a copy of the conflicts of interest policy;
- b. Has read and understands the policy;
- c. Has agreed to comply with the policy; and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for such goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.