

W1900012901

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(City/State/Zip/Phone #)

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(Business Entity Name)

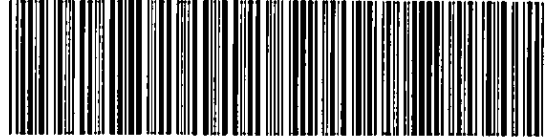
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W19000102736



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DEC 17 AM 9:54

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 26, 2019

J. ATTWOOD TAYLOR, III, CHARTERED, P.L.  
COURTHOUSE EXECUTIVE CENTER  
2145 14TH AVENUE, SUITE 15  
VERO BEACH, FL 32960

SUBJECT: PREVENIENT GRACE FOUNDATION, INC.  
Ref. Number: W19000102736

We have received your document for PREVENIENT GRACE FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the entity.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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: 919A00024125

# J. ATWOOD TAYLOR, III. CHARTERED, P. L.

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COURTHOUSE EXECUTIVE CENTER  
2145 14TH AVENUE, SUITE 15  
VERO BEACH, FLORIDA 32960  
772-567-4770 | 772-539-2932  
jatwoodtayloriii@chartered@gmail.com

December 9, 2019

State of Florida, Department of State  
Divisions of Corporations  
2661 Executive Center Circle  
Tallahassee, Florida 32301  
Attn: Tyrone Scott, Regulatory Specialist II, New Filings Section

**RE: Prevenient Grace Foundation, Inc.**

Dear Mr. Scott:

In regard to the above, please find enclosed a copy of your letter of November 26, along with the duly revised Articles of Incorporation. You will note the addition and clarification of the principal office and address of the Corporation in the section styled *Miscellaneous* and the addition of an Effective Date of January 1, 2020, all on the penultimate page of the document.

If you have any questions, please contact me. Both my office number and cell number are set out above (along with my email address, of course). Thank you for your good work.

Sincerely,



J. Atwood Taylor, III

**ARTICLES OF INCORPORATION  
OF  
PREVENIENT GRACE FOUNDATION, INC.**

FILED  
2019 DEC 17 AM 9:55  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

The undersigned, being two natural persons of the age of eighteen (18) years or more acting as the Incorporators of a Corporation under Chapter 617 of the *Florida Statutes*, do hereby adopt the following Articles of Incorporation for such Corporation.

**ARTICLE I-NAME**

The name of the Corporation is **PREVENIENT GRACE FOUNDATION, INC.**

**ARTICLE II-PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future Internal Revenue Code provisions of the United States of America) (hereinafter referred to as the "Internal Revenue Code"), and to engage in activities associated with and pertaining to the aforementioned purposes and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned purposes. Said purposes may be further limited within said standard by action of the Board of Directors and reflected in the By-Laws of the Corporation.

**ARTICLE III-POWERS**

The Corporation shall have all powers conferred upon nonprofit corporations organized under Chapter 617 of the *Florida Statutes* and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes. The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not 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.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; provided, however, the foregoing provision shall not apply to activities consisting of carrying on propaganda or otherwise attempting to influence legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code.

At any time when the Corporation is or becomes a “private foundation” within the meaning of Section 509(a) of the Internal Revenue Code as adopted by Section 617.0835 of the *Florida Statutes*, the following additional limitations on the Corporation’s activities shall apply, subject to the provisions of Section 617.0835 of the *Florida Statutes*:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

(2) The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Internal Revenue Code.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activity not permitted to be conducted or carried on by any organization exempt from taxation under Internal Revenue Code Section 501(c)(3) and the Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations issued pursuant thereto as they may exist or as they may hereafter be amended.

#### **ARTICLE IV-MEMBERS**

The Corporation shall not have any members.

#### **ARTICLE V – BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be two (2); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than two (2) nor more than five (5).

#### **ARTICLE VI – DISSOLUTION AND LIQUIDATION**

The Corporation may be dissolved upon the adoption of a plan of dissolution in the manner now or hereafter provided in the *Florida Statutes* or as otherwise provided in the Bylaws of the Corporation. In the event of dissolution of the Corporation, no liquidating or other dividends and

no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged or adequate provision shall be made therefor.

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as determined in the plan of dissolution adopted in the manner set forth above in this Article VI or as otherwise provided in the Bylaws of the Corporation. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such Court shall determine as of the date of the dissolution.

This Corporation shall be dissolved in accordance with this Article IV by the Corporation electing a plan of liquidation no later than June 30, 2035 with the final liquidation to occur no later than December 31, 2035.

#### **ARTICLE VII – AMENDMENT**

These Articles may be amended by action taken by the Board of Directors of the Corporation in accordance with the terms and provisions of the By-Laws, except as otherwise modified by the laws of the state of Florida.

#### **ARTICLE VIII - BY-LAWS**

The By-Laws of the Corporation shall be made by the members of the Board of Directors and thereafter may only be altered or amended or rescinded by a unanimous vote of the Directors of the Corporation or in the manner as is otherwise prescribed in the said By-Laws.

#### **ARTICLE IX – MEETINGS**

The annual meeting of the Board of Directors shall be held as set forth in the By-Laws. The Corporation may provide in its By-Laws for the holding of additional regular meetings and special meetings of the Board of Directors and shall provide the manner of giving notice of all such meetings.

#### **ARTICLE X – MISCELLANEOUS**

The name of the initial Registered Agent of the Corporation is J. Atwood Taylor, III, whose address is 2145 14<sup>th</sup> Avenue, Suite 15, Vero Beach, Florida 32960. The mailing address and the principal office of the Corporation are 2145 14<sup>th</sup> Avenue, Suite 15, Vero Beach, Florida 32963. The names and addresses of the persons constituting the members of the initial Board of Directors are as follows:

J. Atwood Taylor, III  
2145 14<sup>th</sup> Avenue, Suite 15  
Vero Beach, Florida 32960

Lisa B. Taylor  
2145 14<sup>th</sup> Avenue, Suite 15  
Vero Beach, Florida 32960.

The names and addresses of the Incorporators of these Articles of Incorporation are as follows:

J. Atwood Taylor, III and Lisa B. Taylor  
2145 14<sup>th</sup> Avenue, Suite 15  
Vero Beach, Florida 32960.


The Effective Date of these Articles of Incorporation is January 1, 2020.



**J. ATWOOD TAYLOR, III**

Lisa B. Taylor  
LISA B. TAYLOR

**I HEREBY CERTIFY** that on this **November 9**, 2019 before me, a Notary Public, personally appeared **J. ATWOOD TAYLOR, III** and **LISA B. TAYLOR**, who did acknowledge before me that each said person executed the foregoing instrument for the uses and purposes therein set forth. I further state that I have examined the current Florida driver's license of each aforesaid person and have thus confirmed each said person's identity.

 **VILMA C COMAS**  
MY COMMISSION # GG048824  
EXPIRES December 19, 2020

The undersigned, having been named as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, does hereby accept such designation pursuant to the laws of the State of Florida.

Date: November 9, 2019.

**J. ATWOOD TAYLOR, III,**  
**Registered Agent**