

4/27/2020

Division of Corporations

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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION

All Friends Network, Inc.

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**Articles of Incorporation
of
ALL FRIENDS NETWORK, INC.
A Florida Not for Profit Corporation**

The Board of Directors of All Friends Network, Inc. ("the Corporation") hereby adopts the following as its Articles of Incorporation under the laws of the State of Florida as follows:

**ARTICLE I
CORPORATE NAME AND ADDRESS**

The name of this corporation is **All Friends Network, Inc.** The address of this corporation is 1901 Floyd Street, Unit 301, Sarasota, Florida 34239.

**ARTICLE II
PERPETUAL EXISTENCE**

The effective date of these Articles of Incorporation shall be as of the date of filing of these Articles of Incorporation, and the corporation shall have perpetual existence thereafter.

**ARTICLE III
PURPOSE**

The purpose of this not for profit Corporation shall be to operate a not for profit organization having solely such charitable purposes as will qualify it as an exempt organization under 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code. Such charitable purposes shall include helping people of all ages with Development Disabilities including but not limited to young adults with Autism, Cerebral Palsy and other Developmental Disabilities meet new friends, cultivate relationships, enhance life skills and prepare for a more meaningful independent productive life by providing a safe friendly environment and planned group activities, and all necessary resources to accomplish such life enhancing activities.

**ARTICLE IV
CORPORATE POWERS**

The corporation shall have power to:

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1. Have succession by its corporate name for the period set forth in Article II above.
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
3. Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
4. Elect or appoint such officers and agents as its affairs shall require.
5. Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
6. Increase, by a vote cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.
7. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.
9. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
10. Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, convey, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
13. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s. 617.0833.
14. Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.

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However, notwithstanding anything in these Articles of Incorporation to the contrary, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt 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 (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V REGISTERED AGENT

The name and street address of the Registered Agent is Tina Mroczkowski, Attorney at Bowman George Scheb Kimbrough Koach & Chapman, P.A. 2750 Ringling Boulevard, Suite 3, Sarasota, Florida, 34237.

ARTICLE VI BOARD OF DIRECTORS

The corporation shall have a board of directors consisting of at least three (3) but not more than fifteen (15) individuals.

1. The number of directors may be increased or decreased from time to time by amendment or in the manner provided in the bylaws, but the corporation must never have fewer than three directors.
2. Directors shall be elected or appointed in the manner and for the terms provided in the bylaws.
3. Directors may be divided into classes and the terms of office of the several classes need not be uniform. Each director shall hold office for the term to which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death.

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**ARTICLE VII
INCORPORATOR**

The name and street address of the Incorporator signing these Articles of Incorporation is:

Gregory J. Kelliher
1901 Floyd Street, Unit 301
Sarasota, FL 34239

**ARTICLE VIII
DIRECTORS**

The names and street addresses of the Directors are as follows:

Gregory J. Kelliher
1901 Floyd Street, Unit 301
Sarasota, FL 34239

Paul D. Amato
1901 Floyd Street, Unit 301
Sarasota, FL 34239

Trevor J. Kelliher
1901 Floyd Street, Unit 301
Sarasota, FL 34239

**ARTICLE IX
BYLAWS**

The power to adopt, alter, or amend the Bylaws shall be vested in the Board of Directors of this corporation.

**ARTICLE X
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law.

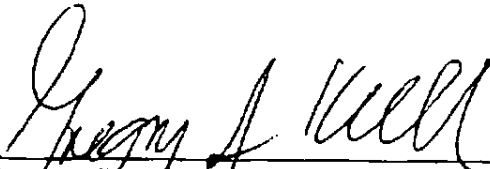
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**ARTICLE XI
DISSOLUTION**

Upon the dissolution of this corporation, the assets of this corporation shall be distributed 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 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.

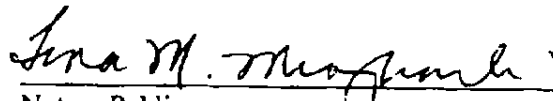
IN WITNESS WHEREOF, the undersigned Director executes these Articles of Incorporation, duly adopted by majority vote of the Board of Directors, on behalf of the Board of Directors this 27th day of April, 2020.



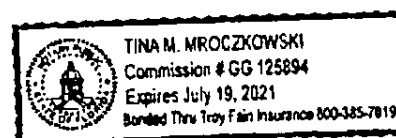
Gregory J. Kelliher, Incorporator, Board Chair & President

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by physical appearance this 27th day of April, 2020, by the party hereto, who are personally known to me ☒ or who produced Florida Driver's Licenses _____ as identification, and who did take an oath.



Notary Public



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Address of Registered Office for All Friends Network, Inc.:

2750 Ringling Boulevard, Suite 3

Sarasota, Florida 34237

Name and Address of Registered Agent:

Tina Mroczkowski, Attorney


Bowman George Scheb Kimbrough Koach & Chapman, P.A.

2750 Ringling Boulevard, Suite 3

Sarasota, Florida 34237

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certification, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent Signature:



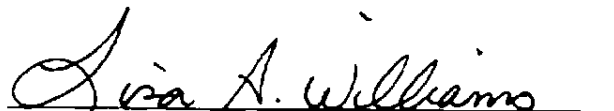
Tina Mroczkowski, Attorney

Bowman George Scheb Kimbrough Koach & Chapman, P.A.

Dated: April 27, 2020

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me by physical appearance this 27th day of April, 2020, by Tina Mroczkowski, who is personally known to me ☒ or who produced Florida Driver's Licenses as identification, and who did take an oath.


Notary Public