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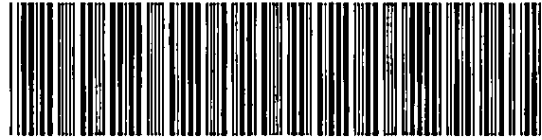
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SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION OF
ATLANTIC AUDIOLOGY CHARITIES, INC.**

The undersigned acting as incorporator of a corporation under the Florida Not For Profit Corporation Act adopts the following articles of incorporation:

Article I: Name and Address

The name of the corporation shall be:

Atlantic Audiology Charities, Inc.

The street (and mailing) address of the initial principal office shall be:

**1680 Dunlawton Avenue
Port Orange, FL 32127**

Article II: Purpose

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, but not limited to purposes related to Audiology and Hearing Loss such as:

- Educating the general public on prevention and early intervention for hearing and balance disorders;
- Making diagnostic testing and treatment (including hearing aids) for hearing and balance disorders available to the economically disadvantaged;
- Providing funding for and otherwise assisting with the training and education of future audiologists, and certified audiology technicians; and
- Making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any of the statements of purposes and powers of this corporation contained herein, the corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the specific purposes of this corporation.

Article III: Duration

The corporation shall have perpetual duration.

Article IV: Tax Exemption Requirements

- (a) The corporation is organized and operated exclusively for the purposes set forth herein.
- (b) Notwithstanding any other provision of these articles, 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 or 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.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise

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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).

Article V: Restrictions on Private Foundations

Notwithstanding any other provision in these Articles, if this corporation is deemed or determined to be a "private foundation" within the meaning of section 509 of the Internal Revenue Code, then this corporation shall be subject to the following limitations and restrictions:

- (a) 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, or the corresponding section of any future federal tax code.
- (b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (d) The corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VI: No Members

The corporation shall have no members.

Article VII: Registered Office and Agent

The street address of the initial registered office of the corporation is:

1452 N. US Highway No. 1, Suite 116
Ormond Beach, FL 32174

The name of the original registered agent at such address is:

Glenn R Padgett, PA

Article VIII: Board of Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted, by a Board of Directors, who shall be selected in accordance with the Bylaws of the corporation. The number of directors of the corporation shall be three; provided, however, that the number of directors can be changed by a bylaw duly adopted pursuant to the bylaws of this corporation, but shall never be less than three. The directors named in these articles as the first Board of Directors shall hold office until the qualification of their successors in office.

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Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all the members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the Board. Such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial officers and directors are:

<u>Title(s)</u>	<u>Name</u>	<u>Address</u>
P, S, T, D	O'Brien, Stacy Anne	1680 Dunlawton Avenue Port Orange, FL 32127
D	O'Brien, Bailey Linda	1680 Dunlawton Avenue Port Orange, FL 32127
D	O'Brien, Reilly Patricia	1680 Dunlawton Avenue Port Orange, FL 32127

Article IX: Incorporators

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Glenn R Padgett	4118 Salina Ln Ormond Beach, FL 32174

Article X: Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act concerning corporation action, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the Board of Directors or by following the procedures set forth for such action in the bylaws.

Article XI: Property and Profits

The property of this corporation is irrevocably dedicated to the purposes set forth in Article II herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article II herein.

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Article XII: Distribution Upon Dissolution

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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 such court shall determine, that are organized and operated exclusively for such purposes.

Article XIII: Limited Liability of Directors and Officers

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of FL shall not be denied or limited by the bylaws.

Written Acceptance of Appointment by Registered Agent

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.

Glenn R Padgett PA

By: _____

Glenn R Padgett
Glenn R Padgett, President

April 30, 2020

Date

I, the undersigned, being the incorporator of this corporation for the purpose of forming this nonprofit charitable corporation under the laws of FL 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. and have have executed these articles of incorporation on the date indicated below.

By: _____

Glenn R Padgett
Glenn R Padgett, Incorporator

April 30, 2020

Date



GLENN R PADGETT PA
Attorney & Counselor at Law

1452 N. US Hwy 1, Suite 116
Ormond Beach, FL 32117

(386) 679-3862

GPadgett@GRPadgettLaw.com

May 18, 2020

Department of State
Division of Corporations
Attn: William Lawrence, Regulatory Specialist II
P. O. Box 6327
Tallahassee, FL 32314

Re: ATLANTIC AUDIOLOGY CHARITIES, INC.
Ref Number W20000046283

Enclosed is the letter with the notice of deficiency and the Articles of Incorporation which have been corrected to include the signatures which were inadvertently omitted from the original transmittal.

PLEASE NOTE: The last word in the name of the entity is CHARITIES.
The Subject line in the letter spells the name wrong.

Sincerely,

Glenn R Padgett
Attorney for Client

Enclosure:

4852-4544-8229, v. 1

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TALLAHASSEE, FL