

8/20/2020

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Providence Initiatives Foundation, Inc.

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**PROVIDENCE INITIATIVES FOUNDATION, INC.
ARTICLES OF INCORPORATION**

The undersigned, for the purpose of organizing a nonprofit, nonstock corporation pursuant to Section 617.0202 of the Florida Statutes (the "Florida Not For Profit Corporation Act"), states as follows:

1. Name: The name of the corporation is Providence Initiatives Foundation, Inc. (the "Foundation")

2. Principal Place of Business; Mailing Address: The principal place of business and mailing address of the Foundation is 8549 NW 130th Street, Reddick, FL 32686.

3. Purpose and Activities: The Foundation is organized and shall be operated exclusively for charitable, scientific, religious and educational purposes, within the meaning of section 501(c)(3) of the Code. Without limiting the scope of the Foundation's permissible activities, the Foundation's primary activity shall be to make grants, consistent with the purposes for which the Foundation is organized, to such organizations and for such purposes and projects as the Foundation's Board of Directors shall select.

4. Powers: To further the Foundation's mission and purpose, the Foundation shall have all the general powers enumerated in the Florida Not For Profit Corporations Act, subject to the limitations set forth herein. Without limiting the generality of the foregoing, the Foundation shall have the power to receive grants, gifts and contributions, outright, in trust, or in any other form, and the power to maintain funds of real or personal property. The Foundation is not organized for profit and shall not have authority to issue capital stock.

5. Restrictions: The Foundation shall not carry on any activities not permitted to be carried on by an organization that is exempt from federal income taxation under section 501(a) of the Code, as an organization described in sections 170(c)(2) and 501(c)(3) of the Code. No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its directors, officers, other private individuals or organizations organized and operated for a profit, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as above stated.

The Foundation shall: (i) not engage in any act of self-dealing as defined in section 4941(d) of the Code; (ii) make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code; (iii) not retain excess business holdings as defined in section 4943(c) of the Code; (iv) not make investments in such manner as to subject it to the tax under section 4944 of the Code, and (v) not make taxable expenditures as defined in section 4945(d) of the Code. Specifically, no substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

6. Duration: The Foundation shall have perpetual existence.

7. Members: The Foundation shall have no members.

8. Directors: Subject to the limitations set forth herein and except as otherwise provided by applicable law, the Foundation shall be governed by a Board of Directors, which shall have the power to manage the Foundation and its activities. The initial directors, who are four (4) in number, shall hold office until the first annual meeting of the Board of Directors. Thereafter, directors shall be elected in such numbers and for such terms as the Board of Directors shall determine by vote of at least two-thirds of the directors then serving. The Board of Directors shall adopt the Bylaws of the Foundation. The names and addresses of the initial directors are:

Richard Hollis Helms - 8549 NW 130th Street, Reddick, FL 32686
Teresa R. Helms - 8549 NW 130th Street, Reddick, FL 32686
Alexander Helms - 8549 NW 130th Street, Reddick, FL 32686
Lindsay R. Helms - 8549 NW 130th Street, Reddick, FL 32686

9. Amendment: The Board of Directors may amend these Articles at any time by vote of at least two-thirds of the directors then serving.

10. Liability: Subject to the limitations set forth herein, the Foundation may indemnify its fiduciaries and agents to the greatest extent permitted by applicable law. The personal liability of the directors and officers of the Foundation is hereby eliminated to the greatest extent permitted by applicable law.

11. Dissolution: Upon the dissolution or final liquidation of the Foundation, the Board of Directors, after paying or making provision for the payment of all lawful debts and liabilities of the Foundation, shall distribute the assets of the Foundation to such one or more organizations as the Board of Directors shall select, provided each such recipient organization is organized and operated exclusively for purposes consistent with the purposes of the Foundation and is exempt from federal income taxation under section 501(a) of the Code, as an organization described in sections 170(c)(2) and 501(c)(3) of the Code. Any assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Foundation is then located, exclusively for one or more exempt purposes within the meaning of section 501(c)(3) of the Code or to a state or local government for a public purpose.

12. Definitions: References herein to sections of the Code are to sections of the Internal Revenue Code of 1986, as amended from time to time, or to the corresponding provisions of any future United States internal revenue law. References herein to the Florida Not For Profit Corporation Act are to the provisions of such law as amended from time to time, or to the corresponding provisions of any subsequent Florida law.

13. Registered Agent; Registered Office: The name of the Foundation's initial registered agent is Richard Hollis Helms. The address of the Foundation's initial registered office, which is the business office of the initial registered agent and is located in Marion County, is 8549 NW 130th Street, Reddick, FL 32686.

14. Incorporator: The name and address of the Incorporator is Gessia J. Bochenek, Esq., 8000 Towers Crescent Drive, Suite 160, Tysons Corner, VA 22182.

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

Richard Hollis Helms

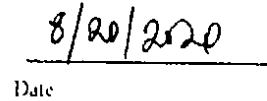
20 August 2020

Richard Hollis Helms

Date

I submit this documents and affirm that the facts stated herein are true. I am aware that any false information submitted in a documents to the Department of State constitutes a third degree felony as provided for in s 817.155, F.S.


Gosia J. Bechenek


Date