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Derrick Thompson

COVER LETTER

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

SUBJECT: MYA'S SHADETREE FOUNDATION, 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: TRINA FORD
Name (Printed or typed)

PO BOX 784779

Address

WINTER GARDEN, FL 34778

City, State & Zip

908.502.7473

Daytime Telephone number

myasfoundation@peoplebe4profit.org

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

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

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: MYA'S SHADETREE FOUNDATION, INC.

ARTICLE II PRINCIPAL OFFICE

Principal street address:

343 North Fern Creek Ave

Orlando, FL 32803

Mailing address, if different is:

PO Box 784171

Winter Garden, FL 34778

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: _____

MYA'S SHADETREE FOUNDATION, INC. is organized exclusively for charitable, religious, and educational purposes including, for such
purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue
Code, or corresponding section of any future federal tax code.

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: As provided for in the bylaws.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Trina Jackson-Ford, President

Address: 6184 Cypress Hill Rd

Winter Garden, FL 34787

Name and Title: Zawadi Baharanyi, Vice President

Address: 1263 Saint Marks Avenue

Brooklyn, NY 11213

Name and Title: Daniel DeSantis, Treasurer

Address: 14519 N Cheshire St. #732

Burton, OH 44021

Name and Title: Andrew Bjerken, Secretary

Address: 5001 Bridge St #3227

Tampa, FL 33611

Name and Title: _____

Name and Title: _____

Address: _____

Address: _____

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Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

Name and Title: _____ Name and Title: _____

Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: _____ Trina Jackson-Ford

Address: _____ 6184 Cypress Hill Rd

_____ Winter Garden, FL 34787

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: _____ Trina Jackson-Ford

Address: _____ PO Box 784779

_____ Winter Garden, FL 34778

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: August 11, 2020. (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

Required Signature of Registered Agent

08/07/20

Date

I 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.

Required Signature of Incorporator

08/07/20

Date

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Attachment to Articles of Incorporation for Mya's ShadeTree Foundation, Inc.

Article III (continued) – Purpose

No part of the net earnings of MYA'S SHADETREE FOUNDATION, INC. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

MYA'S SHADETREE FOUNDATION, INC. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

Article IX – Term of Existence

This corporation shall have perpetual existence.

Article X – Dissolution

Upon termination or dissolution of the MYA'S SHADETREE FOUNDATION, INC., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the MYA'S SHADETREE FOUNDATION, INC. hereunder shall be selected by the discretion of a majority of the managing body of the MYA'S SHADETREE FOUNDATION, INC. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the MYA'S SHADETREE FOUNDATION, INC. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select

the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of FLORIDA.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of FLORIDA to be added to the general fund.

Article XI – Personal Liability / Liabilities for Debt

No officer or director of this corporation shall be personally liable for the debts or obligations of MYA'S SHADETREE FOUNDATION, INC. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

Article XII – Prohibitions

12.01 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

12.02 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

12.03 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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 XIII – Indemnification

13.01 Mandatory Indemnification. The corporation shall indemnify a Director, or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party, because he or she is or was a Director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

13.02 Permissible Indemnification. The corporation shall indemnify a Director, or former Director, made a party to a proceeding because he or she is or was a Director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

13.03 Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding, may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of (I) a written affirmation from the Director, Officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

13.04 Indemnification of Officers, Agents and Employees. An Officer of the corporation who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a Director, consistent with FLORIDA Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.