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Denick Thompson





August 18, 2020

Nancy J. Stewig, Associate Attorney direct | 813.816.7051 direct fax | 786.574.9608 nancy@baalegal.com Licensed in FL, MN, and MO

#### Via USPS Priority Mail #9405 5036 9930 0496 0806 08

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

### Re: Articles of Incorporation of The Commons at Trinity, Inc. (A Florida Not-For-Profit Corporation)

Dear Sir or Madam:

Enclosed please find a Cover Letter along with the original and one (1) copy of the *Articles of Incorporation of The Commons at Trinity, Inc.* (a Florida Not-For-Profit Corporation), which we would appreciate you filing. Please return a certified copy of this document to us in the self-addressed, prepaid envelope provided for your convenience. Also enclosed is our check in the amount of \$87.50 to cover the fees for this filing, a Certified Copy and a Certificate.

Should you have any questions or require additional information, please give us a call. Thank you for your prompt attention to this matter.

Sincerely,

Stewig Nancy Associate Attorney

Encl.

# **COVER LETTER**

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

The Commons at Trinity. Inc. **SUBJECT:** 

(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

ROM: Nancy J. Stewig

Name (Printed or typed)

3030 N. Rocky Point Drive, Suite 650

Address

Tampa, FL 33607

City, State & Zip

(813) 816-7051

Daytime Telephone number

nancy@baalegal.com

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

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

#### ARTICLES OF INCORPORATION OF

## THE COMMONS AT TRINITY, INC. In compliance with Chapter 617, Florida Statutes (Not for Profit)

The undersigned organizer submits the following Articles of Incorporation for The Commons at Trinity, Inc. (the "Corporation") under the Florida Not For Profit Corporation (the "Act"):

#### ARTICLE ONE NAME

The name of the Corporation is The Commons at Trinity, Inc. The Corporation shall have the right to operate under any number of appropriately applied for assumed names.

#### ARTICLE TWO PRINCIPAL OFFICE

The principal office and mailing address of the Corporations is 1540 Little Road, Trinity, Florida 34655. The Corporation may change the principal office or mailing address at its discretion.

#### ARTICLE THREE NONPROFIT CORPORATION

The Corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in section 501(c)(2) of the Internal Revenue Code.

The Corporation may not be used to conduct an "active business." The Corporation will confine its activities to the receipt and administration of passive income, including: (1) dividends, royalties, interest, annuities, rents, and gains/losses to the extent excluded from taxation under Internal Revenue Code section 512(b)(1), (2), (3), and (5); and (2) income from the sale of goods if the Corporation does not manufacture, produce, physically receive or deliver, negotiate sales, or maintain inventories of the goods.

#### ARTICLE FOUR PURPOSES

The Corporation is organized and shall be operated exclusively for the purpose of holding title to property, collecting income therefrom, and turning over the entire amount, less expenses, to Generations Christian Church at Trinity, Inc., a Florida 501(c)(3) nonprofit corporation, within the meaning of section 501(c)(2) of the Internal Revenue Code.

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#### ARTICLE FIVE BOARD OF DIRECTORS

The Corporation's Board of Directors shall be appointed as provided in the Corporation's Bylaws. Plenary power to manage and govern the affairs of the Corporation shall be vested in the Board of Directors. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws.

The names of the initial Board of Directors are:

- (a) Tom Kehoe
- (b) Michael Ratliff
- (c) Daniel Chen-Fung
- (d) John Young
- (e) Chuck Innocenzi
- (f) Johnny Scott

The address for all initial Directors is: 1540 Little Road, Trinity, Florida 34655.

#### ARTICLE SIX REGISTERED OFFICE ADDRESS AND 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, on behalf of Asiatico Law, LLC, accept the appointment as registered agent and agree to act in this capacity.

Required Signature of Registered Agent

August 18, 2020

Date

# ARTICLE SEVEN

The name of the Incorporator is Katari Buck and the address for the Incorporator is 3030 North Rocky Point Drive, Suite 650, Tampa, Florida 33607.

#### ARTICLE EIGHT MEMBERS

The Corporation shall have one member as defined in Section 607.0601 of the Act, Generations Christian Church at Trinity, Inc., a Florida 501(c)(3) nonprofit corporation.

#### ARTICLE NINE POWERS

Except as otherwise provided in this Articles of Incorporation, and in order to carry out the abovestated purposes, the Corporation shall have all of the powers provided in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

#### ARTICLE TEN

#### **RESTRICTIONS, REQUIREMENTS, AND LIMITATIONS**

The Corporation shall be authorized and empowered to make payments and distributions in furtherance of its purposes as set forth in this Certificate of Incorporation; however, the Corporation shall not have the power to take any action prohibited by the Act or to take any action that would be inconsistent with the requirements for a tax exemption under section 501(c)(2) of the Internal Revenue Code and related regulations, rulings, and procedures. Regardless of any other provision in this Certificate of Incorporation or state law, the Corporation shall have no power to engage in any activities that are not in furtherance of the purposes set forth above.

No part of the net income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons. However, the Corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes.

#### ARTICLE ELEVEN DISSOLUTION

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to an organization designated by the Corporation that is exempt from taxes under section 501(c)(3) of the Internal Revenue Code and within the meaning of any applicable Florida tax code, or 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 appropriate jurisdiction in which the principal office of the Corporation is then located exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE TWELVE

#### **LIMITATION ON LIABILITY OF DIRECTORS**

A Director is not liable for monetary damages for an act or omission in the Director's capacity as a member of the Board of Directors except to the extent otherwise provided by the laws of the State of Florida.

#### ARTICLE THIRTEEN CONSTRUCTION

All references in this Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited or their successors, as they may be amended from time to time.

#### ARTICLE FOURTEEN AMENDMENT

This Articles of Incorporation may not be amended in any way without the approval of a twothirds (2/3) majority of the total number of members of the Board of Directors at any annual or special meeting called for such purpose.

#### ARTICLE FOURTEEN EFFECTIVENESS OF FILING

This document becomes effective when the document is filed by the Secretary of State of Florida.

#### **CERTIFICATION**

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 § 817.155, Florida Statutes.

Katari Buck, Incorporator

August 18, 2020

Date