

N 200000 119 23

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

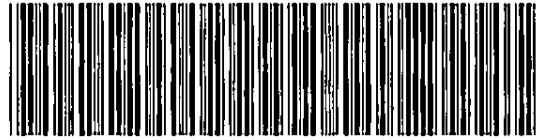
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900352188349

10/02/20--01022--026 \*\*78.75

Derrick Thompson  
10/22/2020

## COVER LETTER

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

**SUBJECT:** BREATHE IT'S ESSENTIAL 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:** Twanda Bradley  
Name (Printed or typed)

7927 Pine Drive  
Address

Tampa, FL 33637  
City, State & Zip

813-928-3742  
Daytime Telephone number

breathitessential@gmail.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***

Compliance with Chapter 617, F.S., (Not for Profit)

## **ARTICLE 1   Name**

The name of the corporation shall be: **Breathe. It's Essential Inc.**

## **ARTICLE 2   Principal Office**

The principal place of business and mailing address of this corporation shall be:  
7927 Pine Drive, Tampa, FL 33637.

## **ARTICLE 3   PURPOSE**

The purpose for which the corporation is organized is:

**Section 1** – This corporation is organized exclusively for charitable, religious, literary, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The Corporation may receive and administer funds for charitable, religious, literary, educational, or scientific purposes, with the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 to aid anyone that needs assistance in achieving a life of self-sufficiency.

**Section 2** – To the extent consistent with the above general purposes, the specific purposes of the organization will consist of but not be limited to: Providing mentorship and education, and connecting women to resources that support entrepreneurship, home ownership, and self-reliance for generations.

**Section 3** – To receive property by gift, devise or bequest subject to the laws relating to the transfer of property by gift or will.

**Section 4** – To act as Trustee under any trust incidental to the principal objects of the corporation and to receive, hold, administer and expend funds and property subject to such trust.

**Section 5** – To take, purchase or otherwise acquire; to own, hold, occupy, use; manage, improve, develop and work; to grant, sell, exchange, let, demise and otherwise dispose of real estate, buildings, and improvements and every right, interest, and estate therein without limit as to the amount thereof and wheresoever the same may be situated; to erect, construct, alter and repair

buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated;

**Section 6** - To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferrable interests;

**Section 7** - To purchase or otherwise acquire, to own, hold, use, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof, and affairs and attainment of the exempt purposes of the corporation and to have and exercise all the powers now or hereafter conferred by the laws of the State;

#### **Article 4        Members**

All persons interested in the purposes of the corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights except as provided in the bylaws.

#### **ARTICLE 5        INITIAL DIRECTORS AND OFFICERS**

List name(s), address(es) and specific title(s):

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	
Twanda E. Bradley	7927 Pine Drive Tampa, FL 33637	President
Chandra Dilworth	312 Carriage Oak Place Seffner, FL 33584	Treasurer
LaShawn Strachan	5118 N 56 Street, #102 Tampa, FL 33610	Director

Bradley E. Harris, LLC 7914 Bahia Avenue Director  
A Nevada Corporation Tampa, FL 33619

Cheryl Calloway 519 N. Larry Circle Secretary  
Brandon, FL 33510

The officers will serve in their elected position until the first annual meeting.

**ARTICLE 6 INITIAL REGISTERED AGENT AND STREET ADDRESS**

The **name and Florida street address**

Twanda E. Bradley  
7927 Pine Drive  
Tampa, FL 33637

**ARTICLE 7 INCORPORATOR**

The **name and address** of the Incorporator is:

Twanda E. Bradley  
7927 Pine Drive  
Tampa, FL 33637

**ARTICLE 8 Elections of Directors and Officers**

The manner in which the directors are elected or appointed:

**Section 1** – The business of the organization shall be managed by a Board of Directors consisting of no fewer than three (3) and no more than nine (9) members, together with the officers of this organization. At least one of the Directors elected shall be a resident of the State of Florida and a citizen of the United States.

**Section 2** – Directors and Officers shall be chosen at the annual meeting of this organization. Secretary and Treasurer shall serve for a term of four (4) years. A Director shall serve for a term of seven (7) years. The President shall serve for a term of ten (10) years. All directors and officers may serve for more than one term.

**Section 3** – The Board of Directors shall have the control and management of the affairs of the business of this organization.

**Section 4** – At any meeting of the Board of Directors, a quorum shall consist of (1) more than (50%) of the total members of appointed Directors.

**Section 5** – Each Director shall have one vote and such voting may be done by proxy over the phone; in addition, each director may submit their vote by absentee ballot.

**Section 6** – The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine is necessary.

**Section 7** – Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term, unless indicated otherwise at the time of voting.

**Section 8** – A Director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any Director. The Board of Directors shall adopt such rules for this hearing and in its discretion consider what is necessary for the best interests of the organization.

## **ARTICLE 9      MEETINGS**

**Section 1** – Meetings will be held at intervals necessary to conduct the business of the organization, but in any event, no less than once per year.

**Section 2** – (a) Notice of all board meetings shall be given to each board member no less than 24 hours nor more than fourteen (14) days prior to the meeting.

(b) Notice of special meetings of the Board of Directors shall be in writing, signed, electronically or by wet signature, by the President or Secretary, and shall be delivered personally or sent to each Director by mail or electronic mail to the recipient's last known address or by facsimile transmission to such number provided to the Corporation by such Director at least 24 hours before the date designated for such meeting. All notices of special meeting shall state the time and place of meeting.

(c) In the event an emergency meeting is necessary, notification can be provided via telephone which may consist voicemail or text.

## **ARTICLE 10      TERRITORY**

The territory in which the operations of the corporation are principally to be conducted is the United States of America and its territories and possessions; but the operation of the corporations shall not be limited to such territory.

## **ARTICLE 11      NON-STOCK CORPORATION**

The corporation shall be considered organized on a non-stock basis, and

therefore, certificate of shares of stock in the corporation shall not be issued.

## **ARTICLE 12                      LIMITATIONS**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under 501 (c)(3) of the Internal Revenue Code, or 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.

## **ARTICLE 13                      REIMBURSEMENT OF EXPENSES**

By resolution of the organization, the Directors and the Founder, President, or other Board Member, may be paid for their expenses and/or reimbursed as is reasonable and necessary as approved by the Board of Directors.

## **ARTICLE 14                      ROBERT RULES OF ORDER**

Except as for specific situations approved by the Board of Directors meetings shall be conducted in accordance with Robert's Rule of Order as most recently revised in addition to the agenda line items the board of directors can implement (i.e. prayer).

**Section 1** - The recommended order of business for meetings is:

- a. Roll Call
- b. Minutes Provided of Previous Meeting
- c. Correspondence
- d. Committee Reports
- e. Treasurer's Report
- f. Unfinished Business
- g. New Business
- h. Elections

- i. Bylaws and Rule Changes
- j. Adjournment

## **ARTICLE 15                      SALARIES**

**Section 1** – The Board of Directors shall initially serve without compensation. However, if the Board of Directors determine that the Board of Directors, or any member of the board shall be compensated, any compensation shall be comparable to the standard in the industry for the position and duties being performed.

**Section 2** – The Board of Directors shall hire and develop the compensation of any and all employees, which they in their discretion may determine to be necessary for the conduct of the business of the organization.

## **ARTICLE 16                      COMMITTEES**

**Section 1** – The Board of Directors shall appoint all committees of this organization. The term of office of such committees shall be for a period of one year or less if sooner terminated by such action of the Board of Directors.

## **ARTICLE 17                      VOTING**

**Section 1** – In order for the Board of Directors to recommend any action, the vote ratifying this recommendation must be a majority one.

## **ARTICLE 18                      STAFF**

**Section 1** – The Board of Directors may, as its option, employ professional assistance as it deems necessary to assist in the operation of the organization and its programs.

## **ARTICLE 19                      FINANCES**

**Section 1** – The funding for this organization shall be established by the Board of Directors and the Founder, and/or President, and/or Executive Director.

**Section 2** – The fiscal year for accounting purposes will be from: October 1 through September 30.

**Section 3** – Financial Statements shall be rendered on a detailed and regular



basis and made available for the Board of Directors for inspection.

## **ARTICLE 20**                      **LIABILITY**

**Section 1** – Nothing in these articles shall constitute any member of the Board of Directors partners for any purpose. No Director, officer, agent, or employee of this organization shall be liable for the acts or failure to act on the part of any other member, officer, agent, or employee of this organization. Nor shall any member, officer, agent, or employee be liable for his/her acts or failure to act under these articles, excepting only acts or omissions to act arising out of his/her negligence or misconduct in the performance of day for this organization.

## **ARTICLE 21**                      **CONFLICT OF INTEREST**

**Section 1 – Purpose-** The purpose of the conflict of interest policy is to protect the organization's interest when it is considering negotiating a transaction or agreement that might benefit the personal interest of an officer or director of the organization or might result in a possible gain for the transaction. This article is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organization.

**Section 2** The officers, employees, or agents of the organization should neither solicit nor accept gratuities, favors, or anything of monetary value from contractors/vendors.

**Section 3** – No officer, employee, or agent of the organization shall participate in the selection, award, or administration of a purchase or contract with a vendor where, to his knowledge, any of the following has a financial interest in that purchase or contract.

**Section 4** – Disclosure – Any possible conflict of interest shall be disclosed by the person or persons concerned.

**Section 5** – Board Action – When a conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person(s) shall call it to the attention of the Board of Directors and said person(s) shall not vote on the matter. In addition, the person(s) shall not participate in the final deliberation or decision regarding the matter under consideration and shall retire from the room during the vote of the Board of Directors. When there is a doubt as to whether a conflict exists, the matter shall be resolved by vote of the Board of

Directors, excluding the person(s) concerning whose situation the doubt has arisen.

**Section 6 – Record of Conflict-** The official minutes of the Board of Directors shall reflect that the conflict of interest was disclosed and the interested person(s) was (were) not present during the final discussion or vote and did not vote on the matter.

**Section 7 – Violations of Conflict of Interest Policy-** If the governing board has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest; it shall inform the member of the basis for such belief and allow the member the opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **ARTICLE 22                      DISTRIBUTION OF FUNDS UPON DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which organized and operated exclusively for such purposes.

#### **ARTICLE 23                      Bylaws**

Bylaws, not inconsistent with law of these Articles, shall be adopted by the Board of Directors to provide for the administration of the affairs of the Corporation and the exercise of its corporate powers.

#### **ARTICLE 24                      AMENDMENTS**

**Section 1 –** Any Amendments of the constitution of bylaws must be approved by a two-thirds (2/3) vote of the Board of Directors.

**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, accept the appointment as registered agent, and agree to act in this capacity**

**Signature/Registered Agent**

**Date**

9/29/20

**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.**

**Signature/Incorporator**

**Date**

9/29/20