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FLORIDA PROFIT/NON PROFIT CORPORATION

Angels on Guard, Inc.

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ARTICLES OF INCORPORATION OF**ANGELS ON GUARD, INC.****(A CORPORATION NOT-FOR-PROFIT)**

The undersigned incorporator to these Articles of Incorporation hereby associates to form a corporation (the "Corporation") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes* Chapter 617).

Article I:**Name and Address**

The name of the Corporation is **ANGELS ON GUARD, INC.** The mailing and street address of the Corporation is: 7830 Cheyenne Dr., Seminole, Florida 33777.

Article II:**Detailed Description of Purposes**

- (a) The specific and primary purposes for which the Corporation is formed is to prepare and serve meals to the homeless in and around Pinellas County, Florida.
- (b) The general purposes for which this Corporation is formed are as follows:
- (1) To acquire or otherwise, own, and enjoy in fee simple, or otherwise, any personal, real or mixed property necessary for the uses and purposes of this Corporation; and to dispose of the same at the pleasure of the Corporation and for the users and purposes for which this Corporation is formed.
 - (2) To enter into all lawful contracts and obligations essential or convenient for the transaction of the affairs of the Corporation and to borrow money and issue notes, bills and evidence of indebtedness or mortgage, as the Corporation may deem advisable, within the limits approved by its bylaws, and do any other thing necessary, suitable and proper for the accomplishment of any objects specified here or which may at any time appear conducive to or expedient for the interests or benefits of this Corporation or its members.
 - (3) To expend monies received, collected or earned by this Corporation from all sources for the payment and discharge of all costs and obligations incurred by the Corporation in carrying out the purposes for which this Corporation is formed.
 - (4) To do all lawful things and acts which this Corporation at any time shall, in the discretion of the directors deem to be in the best interest of the members and to pay all costs and expenses in connection with these acts.

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**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.
- (c) No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise 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: 877 Executive Center Dr. W. Suite 100, St. Petersburg, Florida 33702. The name of the original registered agent at such address is SPOOR LAW, P.A.

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. The number of directors of the Corporation shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3).

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 directors are:

<u>Name</u>	<u>Address</u>
LILLIAN THERON	7830 Cheyenne Dr. Seminole, Florida 33777
JOHANN THERON	7830 Cheyenne Dr. Seminole, Florida 33777
DAVID TIBSHRAENY	7262 Moffatt Ln. Pinellas Park, Florida 33781

Article IX:
Incorporator

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
LILIAN THERON	7830 Cheyenne Dr. Seminole, Florida 33777

Article X:
Officers

The Board of Directors shall elect the president, vice-president, treasurer, secretary, and such other officers as the bylaws of this Corporation may authorize the directors to elect from time to time. Officers shall be elected annually by the Board of Directors at its annual meeting.

Article XI:
Bylaws

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Subject to the limitations contained in the bylaws concerning Corporation action that must be authorized or approved by the members of the Corporation, 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 XII:
Property and Profits

The property of this Corporation is irrevocably dedicated to the purposes set forth in Article III 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 III herein.

Article XIII:
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 XIV:
Amendments

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

Article XV:
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 Florida shall not be denied or limited by the bylaws.

I, the undersigned, being the incorporator of this Corporation for the purpose of forming this nonprofit charitable Corporation under the laws of Florida have executed these articles of incorporation on January 27, 2021.

By:


Lilian Theron, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SPOOR LAW, P.A.

Date: FEBRUARY 4, 2021

By: 
Rusty Spoor, President

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