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W20000126003



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 30, 2020

JEFFERY FROMKNECHT, ESQUIRE  
2405 QUANTUM BLVD  
BOYNTON BEACH, FL 33435

SUBJECT: HEARTS HELPING HEROES  
Ref. Number: W20000126003

We have received your document for HEARTS HELPING HEROES and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Derrick Thompson  
Regulatory Specialist II

Letter Number: 620A00021724

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TALLAHASSEE, FL

2020 NOV 30 PM 12:04  
TALLAHASSEE, FL

# **ARTICLES OF INCORPORATION**

of

## **HEARTS HELPING HEROES, INC**

Pursuant to the provisions of Chapter 617, F.S., (Not for Profit), this Florida Not For Profit Corporation adopts the following Articles of Incorporation.

### **ARTICLE I: NAME**

The name of the corporation shall be: HEARTS HELPING HEROES, INC. (the "Corporation")

### **ARTICLE II: PRINCIPAL OFFICE**

Principal street address:

Mailing address:

373 Lakewood Drive  
Santa Rosa Beach, Florida 32459

(SAME)

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CLERK OF CIRCUIT COURT

### **ARTICLE III: PURPOSE**

HEARTS HELPING HEROES, INC is a nonprofit organization organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The purpose of the Corporation is to support front-line caregivers and first responders by providing high-quality respite and recovery opportunities.

### **ARTICLE IV: Duration**

This corporation shall have a perpetual existence

### **ARTICLE V: MANNER OF ELECTION**

Directors of the corporation shall be elected as described in the by-laws.

### **ARTICLE VI: MEMBERS**

The corporation shall have no members.

# **ARTICLES OF INCORPORATION**

of

## **HEARTS HELPING HEROES, INC**

### **ARTICLE XI: INDEMNIFICATION OF DIRECTORS**

To the fullest extent permitted by the Nonprofit Corporation Laws, a director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Nonprofit Corporation Laws are hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of the directors of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Nonprofit Corporation Laws. Any repeal or modification of this paragraph by the directors of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation at the time of such repeal or modification.

### **ARTICLE XII: DISSOLUTION OF ASSETS**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation to such other organization or organizations organized and operated exclusively for charitable, scientific, literary, religious and educational purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or any successor provision of the Code, as the Board of Directors shall determine. Any assets not so distributed by the Board of Directors shall be distributed by a court of competent jurisdiction of the county in which the Corporation's principal office is then located exclusively for the Corporation's exempt purposes. No director or officer of the Corporation or any private individual or entity related to the foregoing shall be entitled to share in the distribution of any corporate assets upon the dissolution of the Corporation.

### **ARTICLE XIII: AMENDMENTS**

This Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the Articles of Incorporation, and to add other provisions to the Articles of Incorporation authorized by the laws of the State of Florida, at the time such laws are in force, by a two-thirds majority of the members of the Board of Directors present at a meeting duly convened, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon the directors or any other persons whomsoever by and pursuant to the Articles of Incorporation in its present form or as hereafter amended are hereby reserved subject to the rights reserved in this paragraph; provided, however, that no amendment, repeal, alteration, change or repeal of any provisions of the Articles of Incorporation shall authorize the

**COVER LETTER**

11/23/2020

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

**SUBJECT:** HEARTS HELPING HEROES, INC.

Enclosed is an original and one (1) copy of the updated Articles of Incorporation per your letter dated October 30, 2020 and enclosed for your reference.

Please return all correspondence concerning this matter to the following:

Jeffrey Fromknecht, Esquire  
Side Project Inc.  
2405 Quantum Blvd  
Boynton Beach, FL 33435  
Jeff@sideprojectinc.org

For further information concerning this matter, please call:

Jeffrey Fromknecht, Esquire at 561-755-7433

Sincerely,

*Jeffrey Fromknecht*

Jeff Fromknecht

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