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FLORIDA PROFIT/NON PROFIT CORPORATION
Embrace Florida Kids Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
EMBRACE FLORIDA KIDS FOUNDATION, INC.**

For the purpose of forming a corporation not for profit under the Florida Not For Profit Corporation Act, and any acts or laws amendatory thereof, supplementary thereto or substituted therefor (collectively hereinafter referred to as the "Not for Profit Corporation Law"), the undersigned incorporator hereby adopts these Articles of Incorporation, and, upon the filing for record of these Articles of Incorporation in the Office of the Department of State of the State of Florida, the existence of a not for profit corporation under the name set forth in Article I hereof shall commence.

**ARTICLE I
NAME**

The name of the corporation is Embrace Florida Kids Foundation, Inc., hereinafter referred to as the "Corporation."

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation is 5414 Highway 90, Pace, Florida 32571.

**ARTICLE III
PURPOSES**

The objects and purposes for which the Corporation is organized, and the powers which it may exercise in furtherance thereof, are as follows:

(a) The Corporation is organized and shall be operated exclusively for any one or more of the purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Regulations promulgated thereunder (the "Code"), and as a "supporting organization" described in Code Section 509(a)(3) to provide financial and other forms of support to United Methodist Children's Home, an Alabama nonprofit corporation that operates a variety of programs and facilities in Alabama and Florida providing safe and secure homes for children who cannot live with their biological families and preserving and reuniting families whenever possible. In furtherance of the foregoing charitable purposes, the Corporation will conduct fundraising activities for the benefit of and to provide ongoing financial support to United Methodist Children's Home and promote awareness of its programs, facilities and activities conducted within the State of Florida. The Corporation may promote and advance such purposes by any activity in which a corporation organized under the Not for Profit Corporation Law may engage, and may receive and maintain a fund or funds of real or personal property or both, and administer and apply the income and principal thereof, for such purposes.

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(b) The Corporation shall possess and may exercise all the powers and privileges vested in a not for profit corporation by the Not for Profit Corporation Law or by any other law of the State of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes for which the Corporation is organized; provided, however, that the activities conducted by the Corporation shall be subject to any restrictions set forth in these Articles of Incorporation or the bylaws of the Corporation. The Corporation shall not conduct or carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Code Section 501(c)(3) and described in Code Section 509(a)(3), or by an organization contributions to which are deductible under Code Section 170(c)(2).

(c) The foregoing clauses of this Article III shall be construed equally as objects, purposes and powers and the foregoing enumeration of specific objects, purposes or powers shall not be construed or held to limit or restrict in any manner the powers of the Corporation expressly conferred by law, except as expressly stated herein.

ARTICLE IV ELECTION OF CORPORATE DIRECTORS

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event shall the number of directors constituting the board of directors be less than three (3).


ARTICLE V REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 5414 Highway 90, Pace, Florida 32571. The name of the initial registered agent of the Corporation at its registered office is Kristin Alberda.

Acceptance by Registered Agent:

The undersigned, having been appointed to serve as registered agent of the Corporation, and to accept service of process on behalf of the Corporation at its registered office, hereby accepts the appointment as such registered agent and acknowledges that she is familiar with, and accepts and will perform, the obligations of a registered agent as required by the Not for Profit Corporation law.

Dated the 17 day of March, 2021.

By: 
Name: Kristin Alberda

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ARTICLE VI INCORPORATOR

The name and address of the sole incorporator of the Corporation is United Methodist Children's Home, 4001 Carmichael Road, Suite 235, Montgomery, Alabama 36106.

ARTICLE VII MEMBERS

The Corporation shall have one (1) member. The sole member of the Corporation is United Methodist Children's Home, an Alabama nonprofit corporation (the "Member"). The qualifications, rights, powers, preferences, duties, obligations and limitations of the Member shall be as set forth in the Corporation's bylaws. Any amendment to this Article VII shall require the unanimous vote, consent or approval of the board of directors of the Corporation and shall not become effective, and shall not be filed with the Office of the Department of State of the State of Florida, until such amendment is approved by the Member in writing.

ARTICLE VIII BOARD OF DIRECTORS

(a) The number of directors constituting the initial board of directors of the Corporation shall be six (6). The number of directors constituting the board of directors of the Corporation thereafter shall be that number set forth in the bylaws of the Corporation. The names and addresses of the persons who are to serve as directors until the first annual meeting of the members or until their successors are elected and qualified are as follows:

<u>Director</u>	<u>Address</u>
Greg Crouch	28 Quarter Moon Lane Santa Rosa Beach, Florida 32459
Jeff Dannelly	1751 Nancy Ward Cove Niceville, Florida 32578
Patricia Franklin	409 Oak Leaf Ct. Pensacola, Florida 32514
Jerry Maygarden	8841 Spider Lily Way Pensacola, Florida 32526
Kimberly Stagner	3541 Laguna Court Gulf Breeze, Florida 32563
Kirby Williams	237 Botany Boulevard Santa Rosa Beach, Florida 32459

(b) The manner of removing directors from office, filling vacancies created by the resignation or removal of directors, and increasing or decreasing the number of directors constituting the board of directors is set forth in the bylaws of the Corporation.

ARTICLE IX DISSOLUTION

Upon the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation remaining after payment of all debts and liabilities of the Corporation shall be distributed to the Member. If the Member does not exist or is not recognized as exempt from federal income tax under Code Section 501(c)(3) at the time of dissolution, the remaining assets of the Corporation shall be distributed to one or more other charitable organizations recognized as exempt from federal income tax under Code Section 501(c)(3) that have purposes substantially similar to the charitable purposes of the Member. No assets of the Corporation shall be distributed to any officer or director of the Corporation or to any private individual.

ARTICLE X PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles of Incorporation, no part of the earnings of the Corporation shall inure to the benefit of any director, officer or other person holding a position of influence with the Corporation, or to any private individual, except that reasonable compensation may be paid for services rendered to or for the benefit of the Corporation in connection with the accomplishment of one or more of its stated charitable purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not engage in any activities which are inconsistent with its status as an organization described in Code Sections 501(c)(3) and 509(a)(3).

ARTICLE XI BYLAWS

The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the board of directors of the Corporation. Any alteration, amendment or repeal of the bylaws, or the adoption of new bylaws, shall not be effective until approved by the Member in writing.

ARTICLE XII AMENDMENTS

These Articles of Incorporation may be amended from time to time in accordance with the terms and provisions of the Not for Profit Corporation Law and subject to the specific requirements set forth in Article VII for the amendment thereof. No such amendment shall be made which would in any way result in the operation of the Corporation for the private advantage or pecuniary profit of any director or officer thereof or permit the operation of the Corporation for any purpose other than the purposes described in Article III hereof.

ARTICLE XIII INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) Pursuant to applicable provisions of the Florida Volunteer Protection Act, § 768.1355, Florida Statutes (2018), and the Volunteer Protection Act of 1997, 42 U.S.C. § 14501 et. seq., all non-compensated directors, officers and other volunteers of the Corporation shall be immune from suit and shall not be subject to civil liability arising from the conduct of the affairs of the Corporation except when the act or omission of such person that gives rise to the cause of action amounts to willful or wanton misconduct or fraud or gross negligence.

(b) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), by reason of the fact that he, she or it is or was a director, officer or member of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him, her or it in connection with such claim, action, suit or proceeding, unless he, she or it acted intentionally or willfully against the best interests of the Corporation. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person acted intentionally or willfully in a manner that was opposed to the best interests of the Corporation.

(c) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he, she or it is or was a director, officer or member of the Corporation against expenses (including attorneys' fees) actually and reasonably incurred by him, her or it in connection with the defense or settlement of such action or suit if he, she or it acted in good faith and in a manner he, she or it reasonably believed to be in or not opposed to the best interest of the Corporation, and except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for intentional or willful misconduct in the performance of his, her or its duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(d) Any indemnification under paragraphs (b) and (c) above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer or member is proper in the circumstances because he, she or it has met the applicable standard of conduct set forth in paragraphs (b) and (c) above. Such determination shall be made (i) by the board of directors of the Corporation by a majority vote of the directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (ii) if a majority of disinterested directors so directs, by independent legal counsel in a written opinion.

(e) Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if and to the extent that it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article XIII. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the Corporation and shall be accepted without reference to his or her ability to make repayment.

(f) The indemnification authorized by this Article XIII shall not be deemed exclusive of and shall be in addition to any other rights to which those indemnified may be entitled under any statute, rule of law, provision of articles or certificate of incorporation, bylaws, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person. No amendment, modification, or repeal of this Article XIII shall diminish the right to indemnification with respect to any claim, cause, or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

(g) The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, member, employee or agent of the Corporation, against any liability asserted against him, her or it and incurred by him, her or it in any such capacity or arising out of his, her or its status as such, whether or not the Corporation would have the power to indemnify him, her or it against such liability under the provisions of this Article XIII.

(h) There shall be no personal or individual liability of any director, officer or member for any debts, liabilities or obligations of the Corporation of any kind whatsoever.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the undersigned, acting as the sole incorporator of Embrace Florida Kids Foundation, Inc., does hereby adopt and cause its duly authorized representative to sign these Articles of Incorporation on this 17 day of March, 2021.

UNITED METHODIST CHILDREN'S HOME

By: K. Blake

Name: K. Blake Horne, Ph.D.

Its: President

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