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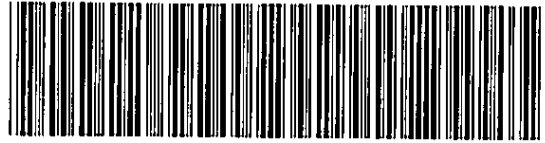
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STATE OF FLORIDA  
HALL COUNTY CLERK'S OFFICE

**ARTICLES OF INCORPORATION  
OF**

**OUR MOMENT CAFÉ, INC.**

A Florida Not For Profit Corporation

FILED  
2021 AUG -5 PM 1:52  
SECRETARY OF STATE  
HALL OF RECORDS - TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation (the "Corporation").

**ARTICLE 1.**

**Corporation Name and Term of Existence**

The name of the corporation is Our Moment Café, Inc. The a period of the duration of the existence of the Corporation shall commence at the time of the filing of the Articles of Incorporation by the Department of State and will be perpetual unless dissolved according to law.

**ARTICLE II**

**Purpose**

The purpose of the Corporation is as follows:

(a) The Corporation is a non-profit memory café organization that provides a safe and supportive social and learning environment for caregivers and those they care for those with early stage memory loss due to Alzheimer's disease and dementia.

The Corporation provides programs, activities and events that are related to and consistent with precepts and objectives of a memory café and support for caregivers and those they care for with early stage memory loss due to Alzheimer's disease and dementia. The Corporation also engages in activities and programs that supports caregivers and/or provides assistance to non-profit organizations providing related programs for caregiver support.

(b) The Corporation is organized to encourage public and private support to develop and enhance programs that support a social environment for caregiver and those they care for; to solicit and receive grants from public and private sources, to receive, hold and administer property, and raise funds and make expenditures to or for the benefit of the programs approved by the Board of Directors.

(c) The Corporation shall be organized and at all times operate, exclusively for the religious, charitable, scientific, literacy and educational purposes within the meaning of Section 501 (c) (3)

of the Internal Revenue Code of 1986 (hereinafter called the "Code"), as amended, or the corresponding future provisions the Code.

(d) Notwithstanding any provision of the Articles of Incorporation to the contrary, the Corporation shall be prohibited from making any action inconsistent with (i) its maintaining qualification as an exempt organization under Section 501 (c) (3) of the Code, (ii) the provisions of the Florida Not For Profit Corporation Act, or (iii) its status as a corporation to which contributions are deductible under Sub Section 170, 2055 and 2522 of the Code. The Corporation shall not engage in propaganda, attempt to influence legislation, or participate in any political campaign on behalf of or in opposition to any candidate for public office, nor shall any part of its property or any part of its income or net earnings therefrom be devoted to such purposes.

(e) The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons, and no part of its net earning shall inure to the benefit of, or be distributed to, its directors, officers or other private persons.

(f) It is intended that the Corporation shall have the status of an organization that is exempt from federal income tax under Section 501 (c) (3) of the Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation shall be construed, applied and carried out in accordance with purposes and intent set forth in this Article II.

### **ARTICLE III**

#### **Principal Office and Registered Agent**

The address of the principal off of the Corporation is 480 Island House Path, The Villages, FL 32163. Richard L. Boyden will serve as Registered Agent at the following address: 480 Island House Path, The Villages, FL 32163.

### **ARTICLE IV**

#### **Board of Directors and Officers and**

#### **Manner of Election**

The powers, business and affairs of the Corporation shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time by amendment to the Bylaws, but there shall be at all times at least three (3) directors. The Board of Directors shall be elected or appointed as provided by the Bylaws. The Board of Directors shall consist of members who have an interest or experience in service that supports the purposes outlined in Article II.

The officers of the Corporation shall be president, vice-president, treasurer and secretary and shall be elected or appointed by the Board of Directors in accordance with the Bylaws.

The number of Directors constituting the initial Board of Directors of the Corporation is five (5) and the name and addresses of the persons are to serve initially are:

**NAME**

**ADDRESS**

Kathryn J. Bender, President

480 Island House Path  
The Villages, FL 32163

Richard L. Boyden, Vice-President

480 Island House Path  
The Villages, FL 32163

Frederick Oehling, Treasurer

982 Kenova Ave.  
The Villages, FL 32162

Kathleen Houser, Secretary

976 Candler St.  
The Villages, FL 32162

John Davis, Board Member

1988 Dove Hollow Run  
The Villages, FL 32162

**ARTICLE V**

**Registered Agent**

The name and street address of the registered agent of the Corporation is:

Name: Richard L. Boyden

Address: 480 Island House Path,  
The Villages, FL 32163

**ARTICLE VI**

**Incorporator**

The name and street address of the incorporator of the Corporation is:

Name: Richard L. Boyden

Address: 480 Island House Path,  
The Villages, FL 32163

## **ARTICLE VII**

### **Effective Date**

## **ARTICLE VIII**

### **Membership**

This Corporation shall have no members.

## **ARTICLE VIX**

### **Dissolution**

Upon dissolution of the Corporation by a vote of the Board of Directors and after paying or making provision for payment of all known liabilities of the Corporation, the Board of Directors shall distribute the assets of the Corporation to any or more exempt organizations for one or more purposes within the meaning of Section 501 (c) (3) of the Code, such exempt organization to be determined by the decision of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

## **ARTICLE VX**

### **Amendments**

The Articles of Incorporation may be amended in the manner provided by law, provided, however, any such amendment shall require the affirmative vote of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

## **ARTICLE VXI**

### **Indemnification of Officers and Directors and Limitation of Liability**

The Corporation shall indemnify the directors and officers of the Corporation to the fullest extent permitted by law. No director or officer of this Corporation shall be liable to the Corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent that such exemption from liability or limitation thereof is not permitted under Florida Not For Profit Corporation Act as the same now exists or may hereafter be amended. Any amendment, modification or repeal of this Article VIX shall not adversely affect any right or protection of a director or officer of the Corporation hereunder to respect of any act or omission occurring prior to the time of each amendment, modification, or repeal.

## **ARTICLE XII**

### **Bylaws**

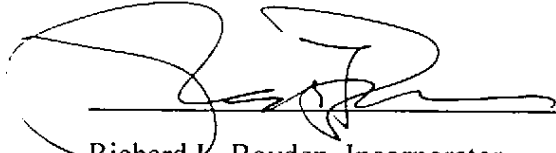
The initial Bylaws of the Corporation shall be adopted, changed, amended or repealed upon the affirmative vote of at least two thirds (2/3) of the membership of the Board of Directors.

## **ARTICLE XIII**

### **Effective Date**

The effective date is: 15<sup>th</sup> day of August, 2021

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation for the uses and purposes aforesaid, this 30<sup>th</sup> day of July, 2021

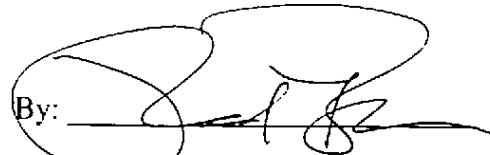


Richard L. Boyden, Incorporator

**CERTIFICATE OF  
ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
OUR MOMENT CAFÉ, INC.**

Having been named as registered agent and to accept services for Our Moment Café, Inc., at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with the duties and obligations of my position as registered agent.

Dated this 30th day of July, 2021

By:   
Name: Richard L. Boyden  
Its: Registered Agent