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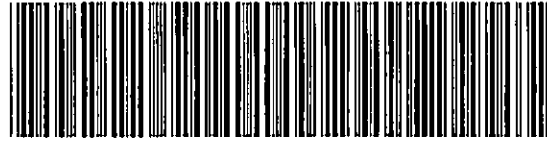
(Business Entity Name)

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J O'KEEFE  
SEP 14 2021

**COVER LETTER**

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

8/27/2021

**SUBJECT:** Embracing Smiles, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for the following amount made payable to the Florida Department of State:

\$70 Filing Fee

Please return all correspondence concerning this matter to the following:

Jeffrey Fromknecht, Esquire  
Lawyers for Nonprofits  
2635 Old Okeechobee Road  
West Palm Beach, FL 33409  
Jeff@lawyers4nonprofits.org

For further information concerning this matter, please call:

Jeffrey Fromknecht, Esquire at 561-755-7433

Sincerely,

DocuSigned by:  
  
773F6CC50B6F41E  
Jeff Fromknecht

# ARTICLES OF INCORPORATION of EMBRACING SMILES, 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: EMBRACING SMILES, INC. (the "Corporation")

## ARTICLE II: PRINCIPAL OFFICE

Principal street address:

Mailing address

685 Royal Palm Beach Blvd  
Suite 202,  
Royal Palm Beach, FL 33411

Same

## ARTICLE III: PURPOSE

EMBRACING SMILES, 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 this Corporation is to improve the oral health of children and young adults within the foster care system.

## 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.

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# **ARTICLES OF INCORPORATION**

of

## **EMBRACING SMILES, INC.**

### **ARTICLE VII: BOARD OF DIRECTORS**

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The qualifications, election, number, tenure, powers and duties of the members of the Board of Directors shall be as provided in the by-laws of the Corporation.

### **ARTICLE VIII: REGISTERED AGENT**

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

Taryn Cooper  
685 Royal Palm Beach Blvd  
Suite 202  
Royal Palm Beach, FL 33411

### **ARTICLE IX: INCORPORATOR**

The name and Florida street address of the Incorporator is:

Taryn Cooper  
685 Royal Palm Beach Blvd  
Suite 202  
Royal Palm Beach, FL 33411

### **ARTICLE X: LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to approve and reimburse reasonable expenses incurred on its behalf and to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or any provisions of applicable state law, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

# **ARTICLES OF INCORPORATION**

of

## **EMBRACING SMILES, 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

# ARTICLES OF INCORPORATION

of

## EMBRACING SMILES, INC.

granted subject to the rights reserved in this paragraph; provided, however, that no amendment, alteration, change or repeal of any provisions of the Articles of Incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose which would cause the Corporation to lose its tax-exempt status under the provisions of the Code or any future United States Internal Revenue laws. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to adopt, amend, and repeal the Bylaws of the Corporation.

### ARTICLE XIV: Initial Board of Directors

The following individuals shall serve as the founding members of the Board of Directors:

1. Taryn Cooper
2. Lisa Schultz
3. Maureen Brockman
4. Kenia Allen

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ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 10/15/2021 BY 60322 UCBAW

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

DocuSigned by:

Taryn Cooper

4E4C8F211569403

Required Signature of Registered Agent

8/29/2021

Date

*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. I understand that the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following formation of this corporation and every year thereafter to maintain active status.*

DocuSigned by:

Taryn Cooper

4E4C8F211569403

Signature of Incorporator

8/29/2021

Date