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FLORIDA PROFIT/NON PROFIT CORPORATION

Upward Notes, Inc.

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October 5, 2021

FLORIDA DEPARTMENT OF STATE
Division of Corporations

WILLIAMS, PARKER

SUBJECT: UPWARD NOTES, INC.
REF: W21000132406

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Naysa Culligan
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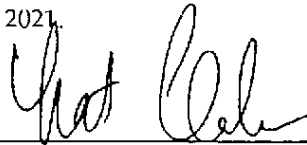
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**STATEMENT BY MANAGERS
OF
UPWARD NOTES LLC,
A FLORIDA LIMITED LIABILITY COMPANY
REGARDING NAME CONSENT**

The undersigned are the Managers of Upward Notes LLC, a Florida limited liability company, which was duly formed in the State of Florida effective October 17, 2017, and assigned document number L17000215521 (the "**Company**"). The Company was voluntarily dissolved on September 30, 2021. On behalf of the Company, the Managers have consented to the immediate use of the name "Upward Notes, Inc." by Natalie V. Helm as the Incorporator of Upward Notes, Inc., which will incorporate in the State of Florida.

Both entities are governed by the same individuals and have chosen similar names for business purposes.

Dated this 30th day of September, 2021.



Natalie V. Helm
As Manager of Upward Notes LLC,
a Florida limited liability company



Michael A. Warner
As Manager of Upward Notes LLC,
a Florida limited liability company

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**ARTICLES OF INCORPORATION
OF
UPWARD NOTES, INC.
(A Florida Not-for-Profit Corporation)**

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, the undersigned incorporator hereby makes, adopts, and subscribes the following Articles of Incorporation:

Article 1 – Name of Corporation

The name of this corporation shall be:

Upward Notes, Inc.

Article 2 – Principal Address

The principal address and the mailing address of the corporation shall be:

3904 Lakeside Road, #174
Sarasota, FL 34232

Article 3 - Purpose of Corporation

The purposes for which the corporation is organized are exclusively charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law. Such purposes shall include the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The specific purposes of the corporation are to bring classical music to a variety of marginalized groups working for social good who are not normally served with classical music, in an effort to build greater empathy and lift the human spirit.

The general nature, objects, and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for charitable, religious, educational, or scientific purposes including:

A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole

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judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, officers, directors, or other private persons, 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 purposes set forth herein. 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 any candidate for public office. Notwithstanding any other provisions of these Articles, 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(c)(3), of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article 4 – Board of Directors

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

Article 5 – Initial Directors

The names and addresses of the initial directors of the corporation are as follows:

Natalie V. Helm 3904 Lakeside Road, #174 Sarasota, FL 34232	-	Director
Stephen Fancher 3830 Sarasota Avenue Sarasota, FL 34234	-	Director
Juan Jaramillo 1010 Jancey Street Pittsburgh, PA 15206	-	Director
John Miller 3609 51st Street Court West Bradenton, FL 34209	-	Director
Bharat Chandra 2424 Main Street Sarasota, FL 34237	-	Director

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Article 6 – Corporate Existence

The existence of this corporation shall be perpetual, until dissolved in accordance with the Bylaws.

Article 7 – Bylaws

The first board of directors of the corporation shall adopt Bylaws of the corporation consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the directors in the manner provided in the Bylaws.

Article 8 – Registered Office

The street address of the initial registered office of the corporation is 200 South Orange Avenue, Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that address is Cross Street Corporate Services, LLC.

Article 9 - Incorporator

The name and address of the incorporator to these Articles of Incorporation is Natalie V. Helm, 3904 Lakeside Road, #174, Sarasota, Florida 34232.

Article 10 – Members

Membership criteria shall be set forth in the Bylaws.

Article 11 - Committees

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

Article 12 – Distribution Upon Dissolution

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 of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, religious, educational, and scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or

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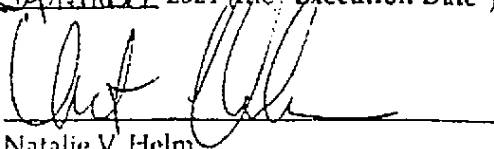
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organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is the located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 13 - Amendment

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of September 2021 (the "Execution Date").


Natalie V. Helm
Incorporator

ACKNOWLEDGEMENT OF REGISTERED AGENT

By execution hereof, the undersigned accepts appointment as registered agent of the corporation, is familiar with, and accepts, the obligations of that position.

IN WITNESS WHEREOF, the undersigned has executed this Acknowledgement of Registered Agent as of the Execution Date.

Cross Street Corporate Services, LLC,
a Florida limited liability company

By: 

Susan B. Hecker
As its Vice President

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