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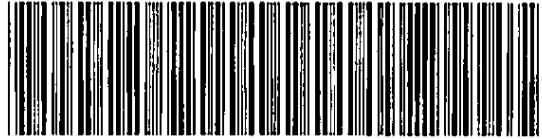
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FILED
OCT 27 11:03
TALLAHASSEE, FLORIDA

FILED



T. BURCH
OCT 28 2021

COVER LETTER

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

SUBJECT: Frameworks 9, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Jonathan T. McCants/Bird Loechl Brittain & McCants, LLC
Name (Printed or typed)

3414 Peachtree Road NE Suite 1150

Address

Atlanta, Georgia 30326

City, State & Zip

404-264-9400

Daytime Telephone number

Inguscette@gmail.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
FRAMEWORKS9, INC.
(A Florida Not For Profit Corporation)**

ARTICLE I – NAME

The name of this Corporation shall be:

Frameworks9, Inc.

**ARTICLE II – PRINCIPAL OFFICE,
REGISTERED OFFICE AND REGISTERED AGENT**

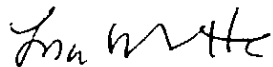
At the time of this filing, the principal office of said Corporation, as well as its mailing office, shall be located at:

1056 Ruisdael Circle
Nokomis, Florida 34275

The current registered agent and registered office of the Corporation are:

Lisa Guscette
1056 Ruisdael Circle
Nokomis, Florida 34275

Having been named as registered agent to accept service of process for the Corporation at the place designated above, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Lisa Guscette, Registered Agent

10/25/2021

Date

The directors of the Corporation may change the registered agent, as well as the location of the principal office, the mailing office, and the registered office of said Corporation from time to time.

ARTICLE III – PURPOSES

This Corporation is organized exclusively for charitable, educational, religious, scientific, and literary purposes within the meaning of the Internal Revenue Code (the "IRC," which shall include corresponding sections of future federal tax laws) Section 501(c)(3), including but not limited to

encouraging, teaching, and facilitating amateur athletics for young people, and in particular youth baseball, and making grants to or for the use of charitable organizations exempt under Section 501(c)(3) and described in Section 170(b)(1)(A). Subject to the foregoing, the Corporation shall have all powers authorized for a corporation formed under the Florida Not For Profit Corporation Act.

ARTICLE IV – POWERS

1. The Corporation shall have all the rights and powers customary and proper for tax-exempt, not-for-profit corporations, including without limitation the powers specifically enumerated in Section 617.0302 of the Florida Statutes, as amended.

2. 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 IRC Section 501(c)(3), or by a corporation to which contributions are deductible under IRC Sections 170(b)(1)(A) or (B) and 170(c)(2), specifically including the following, but without limitation:

(a) No part of the assets or net earnings of the Corporation shall be distributable to, or inure to the benefit of, its directors, officers, 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 in Article III hereof. The Corporation shall not have capital stock or shareholders.

(b) No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation (within the meaning of IRC Section 501(c)(3)).

(c) The Corporation shall not directly or indirectly 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.

(d) The income and assets of the Corporation shall be irrevocably dedicated to its exclusive purposes.

3. The Corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE V – DISSOLUTION

1. The Board of Directors may cease corporate activities and dissolve and liquidate the Corporation, by at least a two-thirds (2/3) affirmative vote of the entire Board of Directors.

2. Upon the dissolution of the Corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the Corporation from the Corporation's remaining funds, and shall thereafter dispose of all of the assets of the Corporation (i) exclusively for one or

more of the exempt purposes stated in Article III and within the meaning of those terms in IRC Section 501(c)(3), in such manner as the Board of Directors shall determine, (ii) or exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under IRC Section 501(c)(3), and shall at the time be described in IRC Section 170(c)(2), as the Board of Directors shall determine.

3. If any such assets are not so disposed of by the Board of Directors, the appropriate court of the county in which the principal Florida office (or, if none, the Florida registered office) of the Corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein and in accordance with any duly adopted plan for final distributions adopted by the Board of Directors, and otherwise exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under IRC Section 501(c)(3) and who have received a significant distribution from the Corporation in the past five (5) years in which distributions were made, as said court shall determine.

ARTICLE VI – CONTINGENT RESTRICTIONS

1. In the event that the Corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of IRC Section 509, and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article VI shall apply and the Corporation shall: (1) not engage in any act of “self-dealing” (as defined in IRC Section 4941(d)) that would subject the Corporation to tax under Section 4941 of the Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the Corporation to tax under IRC Section 4942; (3) not retain any “excess business holdings” (as defined in IRC Section 4943(c)) that would subject the Corporation to tax under IRC Section 4943; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Corporation (within the meaning of IRC Section 4944) that would subject the Corporation to tax under IRC Section 4944; and (5) not make any “taxable expenditures” (as defined in IRC Section 4945(d)) that would subject the Corporation to tax under IRC Section 4945.

2. Each reference in these Articles to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE VII – OFFICERS AND DIRECTORS

1. The affairs of this Corporation shall be managed by a governing board called the Board of Directors, who shall elect their successors as provided for in the Bylaws. The officers shall be: President, Secretary, Treasurer, and such other officers as the Board of Directors may determine are necessary, and they shall be elected or appointed as stated in the Corporation’s Bylaws. The officers and directors shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the Bylaws of the Corporation.

2. The number of directors currently is nine (9). The number may be increased or decreased as provided in the Bylaws of the Corporation, but shall never be fewer than three (3). The names of the persons who currently are serving as directors, all of whom may be reached at the Corporation's offices, are:

1. Lisa Gussette
2. Tim Gussette
3. Mac Gussette
4. Clarence Rockymore
5. Nick Doyle
6. Wayne Harrell
7. Susan Hanks
8. Mary Apostolu
9. Kate Gussette

ARTICLE VIII – NO MEMBERS

The Corporation shall have no members.

ARTICLE IX – AMENDMENT OF ARTICLES OF INCORPORATION

Except where a greater number of votes is required hereunder, these Articles may be amended by a majority of the Board of Directors present and voting at any regular or special meeting of the Board of Directors of the Corporation, provided, however, that these Articles shall not be amended unless written notice is first given of the proposed amendment to each and every director of the Corporation ten (10) days prior to the regular or special meeting of the Corporation or unless such notice is waived by all such directors in writing or by voting for the amendment.

ARTICLE X – LIMITATION OF LIABILITY

1. The personal liability is hereby eliminated entirely of any officer or director to the Corporation for monetary damages for breach of duty of care or other duty, provided that such provision shall not eliminate or limit the liability of an officer or director: (i) for any appropriation, in violation of his duties, of any business opportunity of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of laws; (iii) for the types of liability set forth in Section 617.0834(1) of the Florida Statutes, as amended; (iv) for any transaction from which the officer or director derived an improper personal benefit; or (v) for any excise tax prescribed by IRC Sections 4940 through 4945 for which the individual is liable (but not restricting the Corporation from providing insurance in connection with such excise taxes).

2. Such provision shall not eliminate or limit the liability of an officer or director for any act or omission occurring prior to the date of these Articles when such provision becomes effective.

3. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of any officer or director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of all directors of the Corporation. In the event of any amendment of the Florida Not For Profit Corporation Act to authorize the further elimination or limitation of liability of any officer or director, then the liability of such officer or director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not For Profit Corporation Act, in addition to the limitation on personal liability provided herein.

4. In the event that any provision of this article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

ARTICLE XI – INDEMNIFICATION

1. To the greatest extent allowed by law, 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 action, suit or proceeding ("Proceeding"), whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he or she is or was a director or officer of the Corporation, against any and all expenses (including, without limitation, advancing such expenses such as attorney fees and court costs), judgments, fines and amounts paid in settlement incurred by him or her in connection with such Proceeding, except for an officer or director who would not be eligible for limitation of liability under the preceding article. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Notwithstanding the foregoing, if any past or present officer or director sues the Corporation, other than to enforce this indemnification, the person instituting such suit shall not have the right of indemnification hereunder in connection therewith. The Corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from the Corporation's funds. This indemnification is an absolute right, and such assessments will be made notwithstanding any other provisions contained herein to the contrary.

2. Without limiting the foregoing, the Corporation may, pursuant to its Bylaws or resolution of the Board of Directors, provide for indemnification and advancement of expenses to employees, advisors and/or agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

ARTICLE XII – INCORPORATOR

The name and address of the incorporator, who is a citizen of the United States, is:

Jonathan T. McCants
Bird, Loechl, Brittain & McCants, LLC

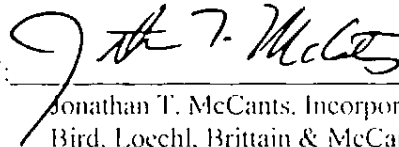
3414 Peachtree Road NE, Suite 1150
Atlanta, Georgia 30326

ARTICLE XIII – EFFECTIVE DATE

This document is effective upon filing.

I submit this document and affirm that, to the best of my knowledge and belief, the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in section 817.155 of the Florida Statutes.

BY: _____


Jonathan T. McCants, Incorporator
Bird, Loechl, Brittain & McCants, LLC
3414 Peachtree Road NE, Suite 1150
Atlanta, Georgia 30326

FILED
JAN 27 2018
TALLAHASSEE, FLORIDA

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