

1021000013109

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

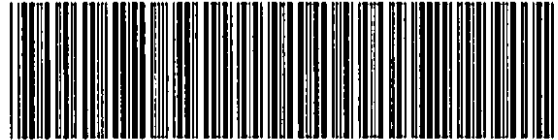
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T. SCOTT

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 13, 2021

LAW OFFICE OF FRANK LAGO, P.A.
1817 CYPRESS BROOK DR., STE. 103B
TRINITY, FL 34655

SUBJECT: TOTALLY CRACKED, INC.
Ref. Number: W21000112173

We have received your document for TOTALLY CRACKED, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 421A00019365



BAY AREA CORPORATE COUNSEL

3152 Little Road, #191, Trinity, FL 34655
Phone: 855.521.2222 ~ Fax: 855.205.1476
Email: Frank@BayAreaCorporateCounsel.com
We've got your B.A.C.C.

October 6, 2021

Department of State
Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

Subject: Totally Cracked, Inc. # W21000112173 Rejection

To Whom It May Concern,

We have knowledge of a rejection letter created by Tyrone Scott but have never received it. Two weeks ago, I spoke with Karen Lovelace who stated she was going to mail us a copy of the rejection letter and indicated that any kind of reply should be address to Mr. Scott. The problem is that we never received this copy either.

We are trying to remediate the issue. Attached please find further documentation for your approval.

If you have any questions, please contact us at 855-521-2222 or via email to the following emails:

frank@bayareacorporatecounsel.com
admin@bayareacorporatecounsel.com

Any future US mail correspondence should be directed to:

Bay Area Corporate Counsel
3152 Little Road, #191
Trinity FL 34655

In advance, thank you for your time and we look forward to hearing from the Division of Corporations soon.

Thank you.

Amparo Lago
Admin
Bay Area Corporate Counsel

CC: Frank N. Lago, Esq.

From: Amparo Lago

Sent: Tuesday, October 5, 2021 3:20 PM

To: NewFilingsCorpHelp@DOS.MyFlorida.com <NewFilingsCorpHelp@DOS.MyFlorida.com>

Cc: Frank Lago <frank@bayareacorporatecounsel.com>

Subject: W21000112173 - Rejection

To Whom It May Concern,

It is my understanding from speaking with Miss Lovelace, that I need for Tyrone Scott to get back to me and explain why this application has been rejected. I have been searching for an answer to no avail for several weeks. The last person I spoke with was Karen Lovelace. She failed to submit a copy to us of the rejection letter that we have never received.

Attached please find a copy of our filing. Check # 1041 in the amount of \$78.75 was mailed with the application.

By the way, telephone # 850-245-6000 is a joke. I was transferred to new filing, and no one ever answers the phone.

Your cooperation in getting to the bottom of this is matter is very much appreciated.

Respectfully,

Amparo Lago,
Administration
Bay Area Corporate Counsel
3152 Little Road, #191
Trinity FL 34655
855-521-2222
admin@bayareacorporatecounsel.com

COVER LETTER

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

SUBJECT: Totally Cracked, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

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

FEE PREVIOUSLY PAID

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Law Office of Frank Lago, P.A.

Name (Printed or typed)

3152 Little Road, #191, Trinity, FL 34655

Address

Trinity, FL 34655

City, State & Zip

855.521.2222

Daytime Telephone number

frank@bayareacorporatecounsel.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
TOTALLY CRACKED, INC.**

In compliance with the requirements of the Florida Not-For-Profit Corporation Act, the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

Principal Place of Business

8715 Torchwood Dr., Trinity, FL 34655.

Mailing Address:

8715 Torchwood Dr., Trinity, FL 34655.

Registered Agent

Law Office of Frank Lago, P.A.

3152 Little Road, #191, Trinity, FL 34655

Incorporator:

Law Office of Frank Lago, P.A.

3152 Little Road, #191, Trinity, FL 34655

Directors:

Amy Lago, Director

**8715 Torchwood Dr.,
Trinity, FL 34655**

Ann Gionta, Director

**8715 Torchwood Dr.,
Trinity, FL 34655**

Jessica Lowe, Director

**8715 Torchwood Dr.,
Trinity, FL 34655**

**ARTICLE I
Name and Address**

The name of the not-for-profit corporation is **TOTALLY CRACKED, INC.** (the "Corporation.") The street address and the mailing address of the initial principal office is **8715 Torchwood Dr., Trinity, FL 34655.** The Board of Directors may from time to time change the principal office or mailing address of the Corporation to any other address in the State of Florida.

**ARTICLE II
Purposes**

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The purposes for which the Corporation is formed are exclusively charitable purposes set forth below. In carrying out such purposes, this Corporation shall have all the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises, and other contributions for such charitable purposes, to hold and administer the funds and properties received and to expend, contribute, and otherwise dispose of the funds or properties for such charitable purposes.

The primary purpose of this Corporation is to do all acts and things requisite, necessary, proper, and desirable to carry out and further the objectives for which the corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the State of Florida applicable to corporations of this character, including, but not limited to, the powers described in Section 617.0302 of the Florida Statutes, as amended, subject, however, to the requirements of any other applicable law and the other limitations provided in these Articles of Incorporation, or the in the Corporation's Bylaws.

Furthermore, the purpose for which the Corporation is organized is to engage in charitable activities, including without limitation, the following: to raise funds from its members and the off-road community generally, to fund cancer research, assist veterans, fight homelessness, hunger, poverty, and any and all other charitable causes, as determined by the Directors.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other 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, as amended (or any successor thereto).

ARTICLE III

Powers

The Corporation hereby incorporates by reference any and all corporate powers given to not-for-profit corporations by virtue of Section 617.0302 of the Florida Statutes. The Corporation's activities are limited by the provisions of Section 617.0835 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE IV

Members

The Corporation shall not have members.

ARTICLE V

Board of Directors

The business affairs of the Corporation shall be managed, and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The Board of Directors shall be appointed as provided in the Bylaws of the Corporation. The number of Directors shall be fixed as

set forth in the Bylaws of the Corporation, but shall never be less than three (3). The Board of Directors shall be selected as provided in the Bylaws, every two years. The names and addresses of the persons who shall serve as the members of the initial Board of Directors of the Corporation until their successors shall be appointed by resolution.

Initial Directors:

Amy Lago, Director
8715 Torchwood Dr.,
Trinity, FL 34655

Ann Gionta, Director
8715 Torchwood Dr.,
Trinity, FL 34655

Jessica Lowe, Director
8715 Torchwood Dr.,
Trinity, FL 34655

ARTICLE VI

Officers

The officers of the Corporation shall initially be a Co-Presidents, Co-Secretaries, Co-Treasurers, Marketing Directors and Planning Directors, and such other officers as may be provided by the Bylaws. Officers shall be elected every two years by the Board of Directors at its annual meeting.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered agent of the Corporation is the Law Office of Frank Lago, P.A. of **3152 Little Road, #191, Trinity, FL 34655**

ARTICLE VIII

Bylaws

The Directors of the Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the Bylaws may be amended, altered, or rescinded by a majority vote of the Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

The Bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the Directors, the Officers, and the Members, any standing committees, the control of the property owned by the Corporation and such other things as shall be necessary and proper for the carrying on of the business of the Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended by a majority vote of the members present at any regular meeting or a special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

ARTICLE XI

No Personal Liability

The Directors, Officers, and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts, or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its Directors, Officers, and agents and all of its former officers, directors, and agents, to the fullest extent permitted by law.

ARTICLE XII

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying and making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or the assets of the Corporation shall be distributed to an organization with a similar purpose as described in Article II that qualifies for exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or the assets of the Corporation shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then 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 XIII

Term of Existence

The Corporation shall have perpetual existence.

ARTICLE XIV

Prohibition against Private Inurement

No part of the net income or net assets of the corporation shall inure to the benefit of, or distributable to, its directors, officers, members or other private persons. However, the corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax-exempt purposes.

ARTICLE XV
Proscription against Legislative and Political Activities

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. This corporation shall not take any action on any activity not permitted to be taken or carried on by an organization exemption under §501(c)(3) of the Internal Revenue Code of 1986 and its regulations as amended, or by an organization, contributions to which are deductible under §170(c)(2) of such Code and its regulations as amended.

(SIGNATURE PAGE FOLLOWS)

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation of TOTALLY CRACKED, INC., this June 9, 2021.

DIRECTORS:

ANN GONZA
ARTEM BYANS
JESSICA OWI

SUPPLEMENT TO ARTICLES OF INCORPORATION OF TOTALLY CRACKED, INC.

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.

Frank O. Jago
Required Signature of Registered Agent

06/22/21
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.

Frank O. Jago
Required Signature of Incorporator

06/22/21
Date



BAY AREA CORPORATE COUNSEL

1817 Cypress Brook Dr. Ste 103B, Trinity, FL 34655

Phone: 855.521.2222 ~ Fax: 855.205.1476

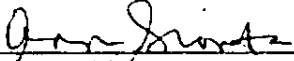
Email: Frank@BayAreaCorporateCounsel.com

We've got your B.A.C.C.

June 9, 2021

I, Ann Gionta, for and on behalf of Totally Cracked, Inc. (the "Company"), hereby authorize Bay Area Corporate Counsel to act as the sole incorporator of the Company and file the Company's Articles of Incorporation. Furthermore, I hereby authorize the attorneys or agents of the Bay Area Corporate Counsel to apply for and receive the Employer Identification Number ("EIN") on behalf of the Company, and to respond to any questions about the completion of the electronic application.

TOTALLY CRACKED, INC.

By: 
Name: Ann Gionta
Title: Director

ANNUAL STATEMENT

The undersigned Director, Officer, or Committee Member with governing board delegated powers by signing this statement hereby affirms that:

- a) I have received a copy of the conflicts of interest policy,
- b) I have read and understand the policy,
- c) I have agreed to comply with the policy, and
- d) I understand the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

IN WITNESS WHEREOF, this Annual Statement is executed on the date and by the individual indicated below.

Date: June 9, 2021

Signature: _____

Name: AMY M. EVANS

Title: DIRECTOR