

120000000343

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

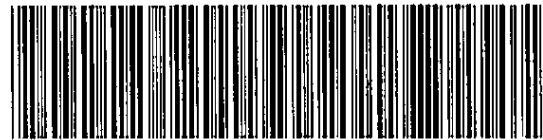
Special Instructions to Filing Officer:

Office Use Only

WU2100141586

T. SCOTT

JAN 18 2022



400375518724

10/25/21- 01053--000 \*\*87.50

21 DEC 21 PM 12:43



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 13, 2021

STACEY MANN  
2902 GREYNOLDS ST.  
DELTONA, FL 32738

SUBJECT: NOBLE PHOENIX INC.  
Ref. Number: W21000141586

We have received your document for NOBLE PHOENIX INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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: 521A00029929

## **ARTICLES OF INCORPORATION**

In compliance with Chapter 617, F.S., (Not for Profit)

### **ARTICLE I, NAME**

#### **1.01 Name**

The name of this corporation shall be Noble Phoenix Inc. The business of the corporation may be conducted as Noble Phoenix Inc.

### **ARTICLE II, PRINCIPAL ADDRESS OF THE CORPORATION**

#### **2.01 Corporate Address**

The physical address of the corporation is:

2902 Greynolds Street

Deltona, FL 32738

The mailing address of the corporation is:

P.O. Box 390231

Deltona, FL 32739

21 DEC 21 PM 12:43  
A 1000 E. 10th Ave  
A 1000 E. 10th Ave

### **ARTICLE III, PURPOSE**

#### **3.01 Purpose**

Noble Phoenix Inc is a non-profit corporation and shall operate exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Noble Phoenix Inc's purpose is to assist the elderly and vulnerable in our community with minor home repairs or cleaning services, support and to promote independent living. Noble Phoenix Inc. brings people together to improve the quality of life for older adults and people with disabilities. In addition to helping those who are economically disadvantaged, Noble Phoenix Inc also has a program to educate individuals on minor home repairs for healthy home environments.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

## **ARTICLE IV, MANNER OF ELECTION**

### **4.01 QUALIFICATIONS AND ELECTIONS OF DIRECTORS**

*In order to be eligible to serve as a director of the board of directors, the individual must be 18 years of age and an affiliate within affiliate classifications created by the board of directors. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of the directors to replace those who have fulfilled their term of office shall take place in January of each year.*

### **4.02 POWERS**

*All corporate powers shall be executed by or under the authority of the board and the affairs of NOBLE PHOENIX INC. Shall be managed under the direction of the board, except as otherwise provided by the law.*

### **4.03 TERMS**

*(a) All directors shall be elected to serve a one-year term; however, the term may be extended until a successor has been elected.*

*(b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.*

*(c) Directors may serve terms in succession.*

*(d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.*

### **4.04 NUMBER OF DIRECTORS**

*NOBLE PHOENIX INC. Shall have a board of directors consisting of at least 4 and no more than 15 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.*

### **4.05 VACANCIES**

*The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint a new director to fill a previously unfilled board position, subject to the maximum number of directors.*

*(a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board members for the balance of the term of the director being replaced.*

#### **4.06 REMOVAL OF DIRECTORS**

*A director may be removed by two-thirds vote of the board of directors then in office, if:*

*(a) the director is absent and unexcused from two or more meetings from the board of directors in a twelve (12) month period. The board president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president. Or:*

*(b) for cause or no cause, if before any meeting of the board members at which a vote on removal will be made the director in question is given electronic or written notification of the boards intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.*

#### **ARTICLE V, BOARD OF DIRECTORS**

##### **5.01 Governance**

Noble Phoenix Inc shall be governed by its board of directors.

##### **5.02 Initial Directors**

The initial directors of the corporation shall be

Stacey Mann; President

2902 Greynolds Street

Deltona, FL 32738

Brandy Frye; Vice President

226 Ruth Boulevard

Longwood, FL 32750

Tara Keenan; Treasurer

216 Ullian Trail Unit B

Palm Coast, FL 32164

Lisa Gwynn Johnson; Secretary

241 South Christiana Avenue

Apopka, FL 32703

Karen Krause Swiger; Committee Director

1154 Bennetts Run Road

Lumberport, WV 26386

## **ARTICLE VI, APPOINTMENT OF REGISTERED AGENT**

### **6.01 Registered Agent**

The registered agent of the corporation shall be:

Stacey Mann

2902 Greynolds Street

Deltona, FL 32738

## **ARTICLE VII, INCORPORATOR**

The incorporators of the corporation are as follows:

Stacey Mann

2902 Greynolds Street

Deltona, FL 32738

## **ARTICLE VIII, NON-PROFIT NATURE**

### **8.01 Non-profit Nature**

Noble Phoenix Inc is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Noble Phoenix Inc. shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Noble Phoenix Inc is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of or be distributed

to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **8.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of Noble Phoenix Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **8.03 Dissolution**

Upon termination or dissolution of Noble Phoenix Inc, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Noble Phoenix Inc. here under shall be selected by the discretion of a majority of the managing body of the Noble Phoenix Inc and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Noble Phoenix Inc by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distributions of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### **8.04 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

#### **8.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **8.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization

described by Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE IX, MEMBERSHIP**

### **9.01 Membership**

Noble Phoenix Inc shall have no members. The management of the affairs of the corporation shall be vested in the board of directors, as defined in the corporation's Bylaws.

## **ARTICLE X, AMENDMENTS**

### **10.01 Amendments**

Any amendments to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **ARTICLE XI, DURATION**

### **11.01 Duration**

The period of duration of the corporation is perpetual.

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.

Registered Agent Staney Mann Date 12-17-2021

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 s817.155, F.S.

Incorporator Signature Staney Mann Date 12-17-2021



**Article XII, Effective Date**

**Effective Date, if other than date of filing: January 1, 2022.**

**Certificate of Adoption of Articles of Incorporation**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Noble Phoenix Inc were approved by the board of directors on Friday, December 17, 2021, and constitute a complete copy of Articles of Incorporation of Noble Phoenix Inc.

Stacey Mann Stacey Mann

Brandy Frye Brandy Frye

Tara Keenan Tara Keenan

Lisa Gwynn Johnson Lisa Gwynn Johnson

Karen Krause Swiger Karen Krause Swiger