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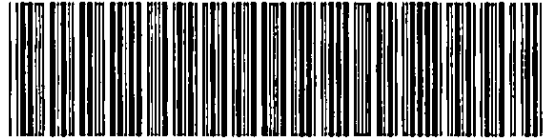
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TALLAHASSEE, FLORIDA

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## COVER LETTER

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

SUBJECT: Tandem Journey, 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: Jennifer O'Steen  
Name (Printed or typed)

1305 Endersleigh Ln  
Address

Ponte Vedra, FL 32081  
City, State & Zip

904-923-0563  
Daytime Telephone number

osteengators@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  
TANDEM JOURNEY, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned, acting as incorporator of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, hereby adopts and files these Articles of Incorporation of Tandem Journey, Inc. (these "Articles") with the Florida Department of State. These Articles shall be effective immediately upon filing with the Florida Department of State.

**ARTICLE I  
NAME**

The name of the Corporation is Tandem Journey, Inc. (the "Corporation").

**ARTICLE II  
ADDRESS**

The street address and the mailing address of the Corporation's principal office is 1305 Endersleigh Lane, Ponte Vedra, Florida 32081.

**ARTICLE III  
PURPOSE**

The Corporation is organized exclusively for religious, charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law), including the making or distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law). Specific purposes for which the Corporation is organized include, without limitation, the following:

1. To own, lease, manage, and/or operate one or more faith-based facilities for young mothers and their children, and senior women; and
2. To provide and promote faith-based parenting and life skills education in Northeast Florida communities and to generate collaborative support for those with young children and all associated activities with the said promotion, education, and support.

**ARTICLE IV  
DIRECTORS**

The Corporation shall be managed by or under the direction of a Board of Directors. At all times, there shall be at least three (3) members of the Board of Directors. The Board of

Directors shall carry out the purposes of the Corporation in compliance with these Articles and the Corporation's Bylaws. The method of appointment or election of Directors shall be as stated in the Bylaws of the Corporation.

## **ARTICLE V REGISTERED AGENT AND OFFICE**

The name of the Corporation's initial registered agent in Florida is Jennifer A. O'Steen. The street address of the Corporation's initial registered office in Florida and the address of the initial registered agent is 1305 Endersleigh Lane, Ponte Vedra, Florida 32081.

## **ARTICLE VI INCORPORATOR**

The name and street address of the incorporator for these Articles of Incorporation are Jennifer A. O'Steen, 1305 Endersleigh Lane, Ponte Vedra, Florida 32081.

## **ARTICLE VII DURATION**

The existence of the Corporation shall begin on the date of filing with the State of Florida, Department of State, Division of Corporations, and the term of duration of the Corporation shall be perpetual.

## **ARTICLE VIII MEMBERS**

The Corporation does not have voting Members.

## **ARTICLE IX POWERS**

A. General: The Corporation shall have all the rights and powers customary and proper for tax-exempt, nonprofit Corporations, including the powers specifically enumerated in Section 617.0302, Florida Statutes, as amended.

B. Restrictions: Notwithstanding any other provisions of the Articles of Incorporation, 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, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue law).

C. Charitable Trusteeship, etc.: The Corporation shall be empowered to hold or administer property for the purposes stated in these Articles, including the power to act as trustee.

## **ARTICLE X LIMITATION OF LIABILITY**

A. Limitation: The personal liability of a Director to the Corporation for monetary damages for breach of duty of care or other duty as a Director is hereby eliminated entirely, provided that such provision shall not eliminate or limit the liability of a Director for the following:

i. Any appropriation in violation of his/her duties of any business opportunity of the Corporation;

ii. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

iii. The types of liability set forth in Chapter 617 of the Florida Statutes, as amended;

iv. Any transaction from which the Director derived an improper personal benefit; and

v. Any excise tax prescribed by the Internal Revenue Code, Sections 4940 through 4945 (including the corresponding provisions of any future United States Internal Revenue law, and not restricting the Corporation from providing insurance in connection with such excise taxes).

B. No Director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the Directors be subject to the payment of the debts or obligations of the Corporation.

C. Amendment: Any repeal or modification of the provisions of the Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a 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 unanimously approved by all currently serving Directors of the Corporation. In the event of any amendment of the Florida Not-For-Profit Corporation Code to authorize the further elimination or limitation of liability of Directors, then the liability of a Director of the Corporation shall be limited to the fullest extent permitted by the amended Florida Not-For-Profit Corporation Code, in addition to the limitation on personal liability provided herein.

D. Severability: In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction not 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**

Directors and officers of the Corporation shall be, and other employees, agents, attorneys and representatives of the Corporation may be, indemnified to the full extent permitted by Florida law, as more fully provided in the Corporation's Bylaws.

## **ARTICLE XII OTHER PROVISIONS**

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 in Article V hereof.

B. 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 or in opposition to any candidate for public office.

## **ARTICLE XIII DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed 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 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 XIV AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by unanimous vote of the Board of Directors in accordance with the procedure provided by Chapter 617, Florida Statutes and as otherwise provided for in the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on August 3, 2022.

Jennifer A. O'Steen  
Jennifer A. O'Steen  
Incorporator

**ACCEPTANCE AS REGISTERED AGENT**

Having been named as registered agent for Tandem Journey, Inc. at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as registered agent. I am familiar with and accept the duties and obligations of Florida Statute 617.0501 and the position of registered agent.

Jennifer A. O'Steen  
Jennifer A. O'Steen  
Registered Agent

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TALLAHASSEE, FLORIDA