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## FLORIDA PROFIT/NON PROFIT CORPORATION SunRaising Foundation Inc.

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SunRaising Foundation Inc.

Articles of Incorporation

**ARTICLES OF INCORPORATION**  
**OF**  
**SUNRAISING FOUNDATION INC.**  
**A FLORIDA NON-PROFIT CORPORATION**

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of State of Florida, do hereby certify:

**ARTICLE I.**  
**NAME**

**1.1 Name**

The name of this corporation shall be SunRaising Foundation Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II.**  
**DURATION**

**2.1 Duration**

The period of duration of the corporation is perpetual. The corporate existence will commence on the filing of these articles by the Department of State.

**ARTICLE III.**  
**PURPOSE**

**3.1 Purpose**

The purpose of the Corporation is exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation's mission is to promote renewable energy and human well-being by providing funding to other non-profit organizations working towards these goals. The Corporation will operate as a tax exempt entity and will build its donor network primarily in the solar industry through a Philanthropy-as-a-service model. All funds raised will be donated to certified projects with a focus on tangible impact. No part of the net earnings of the Corporation shall inure to the benefit of any private individual or shareholder. The Corporation shall not participate in any political campaign on behalf of any candidate for public office.

**3.2 Non-Profit**

SunRaising Foundation Inc. is designated as a non-profit corporation.

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#### **ARTICLE IV.** **BYLAWS**

The corporation is a not for profit corporation. The by-laws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by the board of directors of the Corporation.

#### **ARTICLE V.** **NON-PROFIT NATURE**

##### **5.1 Non-profit Nature**

SunRaising Foundation 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 section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

##### **5.2 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of SunRaising Foundation 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.

##### **5.3 Dissolution**

Upon termination or dissolution of the SunRaising Foundation 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 the SunRaising Foundation Inc. hereunder shall be selected by the discretion of a majority of the managing body of the SunRaising Foundation 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 the SunRaising Foundation 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 distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

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**5.4 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 3.1.

**5.5 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.

**5.6 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 VI.**  
**BOARD OF DIRECTORS**

**6.1 Governance**

SunRaising Foundation Inc. shall be governed by its board of directors.

**6.2 Initial Directors**

The Management of the Corporation shall be vested in a board of directors of not less than three (3) directors, each of whom must be an officer, director, employee, shareholder, partner, or member of the Corporation. The board of directors will be elected, maintained, and appointed in accordance with the Corporation's by-laws.

The officers of the corporation shall be a president, a secretary, and a treasurer and may include other officers as may be authorized by the bylaws and elected by the directors from time to time. The officers shall be elected by the board of directors in accordance with the bylaws of the corporation.

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The initial directors of the corporation shall be:

Jason Humphrey	Chairman	16616 Ivy Lake Drive Odessa Florida 33556
Paola Humphrey	Director	16616 Ivy Lake Drive Odessa Florida 33556
Miglena Georgieva	Director	63 Williams Street Malden Massachusetts 02148
Nadine Zerrini	Director	52 Main Street Unit 4G Stonham Massachusetts 02180

### **6.3 Indemnification**

The corporation shall indemnify any directors, officers, employers, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or malicious conduct acts to damage and/or defraud the corporation, or as otherwise provided under the applicable statute.

## **ARTICLE VII.** **Meetings**

After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take action through signed e-mail communications in accordance with the by-laws of the corporation.

## **ARTICLE VIII.** **MEMBERSHIP**

### **8.1 Membership**

The Corporation shall have members whose rights and obligations shall be defined in the Corporation's by-laws.

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## **ARTICLE IX.** **AMENDMENTS**

### **9.1 Amendments**

Any amendment to the Articles of Incorporation may be adopted by the board of directors in accordance with the corporation's by-laws.

## **ARTICLE X.** **ADDRESSES OF THE CORPORATION**

### **10.1 Corporate Address**

The principal address and mailing address of the corporation is:

16616 Ivy Lake Dr  
Odessa Florida 33556

## **ARTICLE XI.** **APPOINTMENT OF REGISTERED AGENT**

### **11.01 Registered Agent**

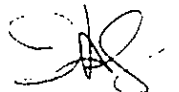
The registered agent of the corporation shall be:

Jason Humphrey  
16616 Ivy Lake Dr  
Odessa Florida 33556

Having been appointed the Registered Agent of SunRaising Foundation, and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity.

I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

I, Jason Humphrey, agree to be the registered agent for SunRaising Foundation Inc. as appointed herein.



\_\_\_\_\_  
Jason Humphrey, Registered Agent

Date: January 31, 2023

• • • SunRaising Foundation Inc.

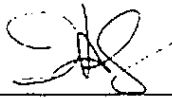
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**ARTICLE XII,**  
**INCORPORATOR**

The incorporators of the corporation are as follow:

Jason Humphrey  
16616 Ivy Lake Dr  
Odessa Florida 33556

IN WITNESS WHEREOF, I/We, the undersigned, have subscribed our names on this January 31, 2023 and constitute a complete copy of Articles of Incorporation of the SunRaising Foundation Inc.



\_\_\_\_\_  
Jason Humphrey, Incorporator

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