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FLORIDA PROFIT/NON PROFIT CORPORATION UNITED VETERANS SHELTER PROJECT, INC.

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**ARTICLES OF INCORPORATION
OF
UNITED VETERANS SHELTER PROJECT, INC.**

These Articles of Incorporation (the "Articles") are made this 28th day of June, 2023, for delivery to the Secretary of State for the State of Florida for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I
NAME AND ADDRESS**

The name of this corporation shall be UNITED VETERANS SHELTER PROJECT, INC.
(the "Corporation").

The initial principal office of the Corporation shall be:

3010 Diana Drive
Zephyrhills, FL 33541

**ARTICLE II
PURPOSES**

The purposes for which the Corporation is formed, and its powers, are as follows:

2.1 The Corporation 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 the corresponding section of any future federal tax code.

2.2 The general nature, objects, and purposes for which the Corporation is organized are as follows:

(a) to serve and care for the homeless, including homeless veterans, which may include, but shall not be limited to, providing a temporary and safe environment where they receive supportive services, including counseling, education, compassion, and guidance to other resources to enable them to become independent and productive while making good choices that lead them to a more fulfilling life; and

(b) to engage in such other activities as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purposes in Section 2.1 and this Section 2.2 and permitted under the laws of Florida and the United States.

2.3 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, 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 this Article II.

2.4 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

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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.

2.5 Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, as amended from time to time (the "Code"), or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

2.6 Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE III POWERS

Subject to Article II, this Corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit, including, but not limited to Chapter 617 of the Florida statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the purposes for which the Corporation is organized.

ARTICLE IV REGISTERED OFFICE AND AGENT

The initial registered agent and the street address of the initial registered office of the Corporation are:

Jonathan S. Gilbert
3321 Henderson Boulevard
Suite 300
Tampa, FL 33609

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The Corporation may change its registered office or its registered agent, or both, by filing with the Department of State a statement complying with Section 617.0502, Florida Statutes.

ARTICLE V MEMBERS

The membership of the Corporation shall be limited to the members of the Board of Directors and such other persons, if any, as may be designated in the Bylaws. The management of the affairs of the Corporation shall be vested in the Board of Directors and in its Officers, as designated herein and in the Bylaws.

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ARTICLE VI DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence and shall commence on the effective date of the filing of the original Articles of Incorporation with the Florida Department of State.

ARTICLE VII DISSOLUTION

Upon the dissolution of the Corporation, any assets lawfully available for distribution shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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.

The organization or organizations to receive the assets of Corporation hereunder shall be selected by the discretion of a majority of the Board of Directors of the Corporation, and if the Board of Directors cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction located in the county in which the principal office of the Corporation is then located, against the Corporation by one (1) or more of its Board of Directors, which verified petition shall contain such statements as reasonably indicate the applicability of this Article. 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.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is as follows:

Name

Jack H. Tew, Jr.

Address

3010 Diana Drive
Zephyrhills, FL 33541

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ARTICLE IX OFFICERS AND DIRECTORS

The affairs of the Corporation shall be governed by a Board of Directors who shall be elected at a duly called meeting of the Board of Directors of the Corporation, as provided in the Bylaws, or as otherwise provided therein, and by officers who shall be elected as provided in the Bylaws of the Corporation.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the bylaws of the Corporation. The Board of Directors shall consist of not fewer than three (3) nor more than fifteen (15) members (including the Chair), all of whom must be at least eighteen (18) years of age. The Board of Directors shall establish committees as it may deem necessary and proper for carrying out its functions and purposes.

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The qualifications to serve as a director, the terms for which the directors shall serve, the rights and powers of the directors, and the manner and selection of the directors shall be as specified in the Bylaws of the Corporation.

Following the initial designation of the Board of Directors in the Articles of Incorporation, the exact number of members of the Board of Directors shall be determined at the first annual meeting of the Board of Directors and may be increased or decreased at any duly called meeting of the Board of Directors thereafter. The presence at any meeting of the Board of Directors in person, or electronically, of no less than a majority of the sitting number of Directors thereof shall be necessary and sufficient to constitute a quorum for the transaction of business, and, unless otherwise specified in the Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

The elected officers of the Corporation shall consist of a Chair of the Board, president, a secretary, and a treasurer, and may include one or more vice presidents, one or more assistant secretaries, and one or more assistant treasurers, and such other officers as may be provided for in the Bylaws of the Corporation from time to time. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the Corporation shall be provided in the Bylaws.

Directors and officers of the Corporation may be removed, with or without cause, as set forth in the Bylaws.

No officer or director of this Corporation shall be personally liable for the debts or obligations of the Corporation 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.

The initial Board of Directors of the Corporation shall consist of twelve (12) directors, plus the Chair of the Board, who shall serve as an ex-officio Director with voting rights equal to elected Directors. The names and addresses of the persons who shall serve as directors until the organizational meeting of the Corporation or until their successors are elected and qualified are:

Mike Behl
11332 Marjory Ave.
Tampa, FL 33612

Brenda S. Tew
5303 10th Street
Zephyrhills, FL 33542

Raymond Moats
6918 Remington Rd.
Brooksville, FL 34602

Jacquelyn D. Tew
4073 Duluth Terrace
North Port, FL 34286

Jeanne Muellman
5965 Shorebird Branch
Land O'Lakes, FL 34638

Steve Tew
5303 10th Street
Zephyrhills, FL 33542

Everett Rigby
12748 Grand Traverse Dr.
Dade City, FL 33525

Daniel Wardell
18020 Avalon Lane
Tampa, FL 33647

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Janis Voightman
7314 Applegate Dr.
Zephyrhills, FL 33540

Rodney Wood
4073 Duluth Terrace
North Port, FL 34286

Maynard Voightman
7314 Applegate Dr.
Zephyrhills, FL 33540

Jack H. Tew, Jr.
3010 Diana Drive
Zephyrhills, FL 33541

The names and addresses of the persons who shall serve as officers of the Corporation until the initial meeting of the Board of Directors or until their successors are elected and qualified are:

Chair

Jack H. Tew, Jr.
3010 Diana Drive
Zephyrhills, FL 33541

President

Jenna Rae Tew-Wardell
18020 Avalon Lane
Tampa, FL 33647

Vice President

Mike Behl
11332 Marjory Ave.
Tampa, FL 33612

Secretary

Everett Rigsby
12748 Grand Traverse Dr.
Dade City, FL 33525

Treasurer

Jack H. Tew, Jr.
3010 Diana Drive
Zephyrhills, FL 33541

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ARTICLE X BYLAWS

The Board of Directors of the Corporation shall have the exclusive power to adopt, amend, alter, and repeal Bylaws, from time to time, in whole or in part, as more fully provided in the Bylaws.

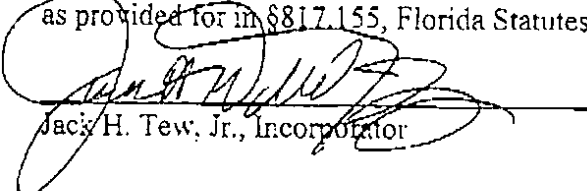
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ARTICLE XI AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended by resolution adopted by the majority vote of the Board of Directors of the Corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the Board of Directors of the Corporation or ten (10) days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing personally or by mail or email to each member of the Board prior to such meeting. All actions, including, but not limited to, amendment of the Articles of Incorporation, required to be taken at any meeting may be taken by written consent as provided in Florida Statutes, as now existing or as the same may be amended in the future.

I submit this document and affirm that 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 §817.155, Florida Statutes.


Jack H. Tew, Jr., Incorporator

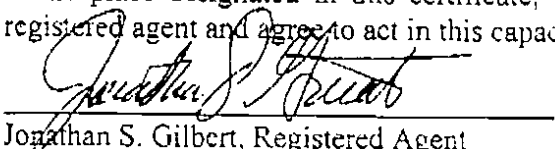
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REGISTERED AGENT CERTIFICATE

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.


Jonathan S. Gilbert, Registered Agent

6-28-23
Date

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