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FLORIDA PROFIT/NON PROFIT CORPORATION

Edith's Christmas Closet, Inc.

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**ARTICLES OF INCORPORATION
OF
EDITH'S CHRISTMAS CLOSET, INC.
(a Florida not for profit corporation)**

The undersigned, acting as Incorporator of a Florida corporation under the Florida Not for Profit Corporation Act, hereby causes to be delivered the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation is EDITH'S CHRISTMAS CLOSET, INC. (hereinafter, the "Corporation").

**ARTICLE II
Duration**

The period of the Corporation's duration is perpetual.

**ARTICLE III
Purpose**

The Corporation is organized exclusively for charitable, scientific, literary, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify an exempt organization under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code (the "Code"). Without limiting the generality of the foregoing, the purpose of this Corporation shall be to prepare and provide toys, bikes, electronics, clothing, houseware, trees, ornaments, toiletries, as well as Christmas breakfast and dinner for struggling families.

The Corporation may engage in other activities designed or intended to accomplish its purposes. The Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of the foregoing purposes, and it shall have and may exercise all other power and authority now or hereafter conferred upon not-for-profit corporations pursuant to Chapter 617, Florida Statutes, and in accordance with other applicable law.

No part of the net earnings of the Corporation 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 herein.

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. 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.

In the event that the Corporation shall become a "private foundation" within the meaning of Section 509 of the Code, then: (a) the Corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and (b) the Corporation shall be prohibited from: (i) engaging in any act of self-dealing as defined in Section 4941(d) of the Code, (ii) retaining any excess business holdings as defined in Section 4943(c) of the Code, (iii) making any investments in such manner as to subject this Corporation to tax under Section 4944 of the Code, and (iv) making any taxable expenditures as defined in Section 4945(d) of the Code, and in all sections of the Code.

ARTICLE IV

Powers

The Corporation has the power to engage in any lawful activity under the Florida Not for Profit Corporation Act of the State of Florida, including opening and operating a bank account.

ARTICLE V

Principal Office and Mailing Address

The Corporation's principal address is 200 S Andrews Avenue, Suite 600, Fort Lauderdale, FL 33301.

The Corporation's mailing address is 8690 Castlemill Cir Nottingham, MD 21236.

ARTICLE VI

Directors and Officers

The Corporation shall have at least three (3) directors, who shall be elected in accordance with the Corporation's bylaws. The Corporation's Board of Directors shall initially be comprised of the following persons:

TITLE	NAME	ADDRESS
Board President	Renee Brockington	8690 Castlemill Cir Nottingham, MD 21236
Board Vice President	Zoe Lewis	8690 Castlemill Cir Nottingham, MD 21236
Board Treasurer	Shanna Darden	2632 Beryl Ave Baltimore, MD 21205
Board Secretary	Natasha Winston	4113 Montana Avenue Baltimore, MD 21206

Board	Lily Crissy	36 East Melrose Ave
Member at-Large		Baltimore, MD 21212
Board	Edward Brockington	8690 Castlemill Cir
Member at-Large		Nottingham, MD 21236
Board	Malik Brockington	8690 Castlemill Cir
Member at-Large		Nottingham, MD 21236

ARTICLE VII

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 VIII

Indemnification

The Corporation shall indemnify any directors, officers, and employees of the Corporation from any liability regarding the Corporation and the business of the Corporation, unless such person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Corporation, or as otherwise provided under applicable state law.

ARTICLE IX

Registered Agent and Registered-Office

The name and address of the Corporation's initial registered agent and registered office are PBYA Corporate Services, LLC, 200 South Andrews Avenue, Suite 600, Fort Lauderdale, FL 33301.

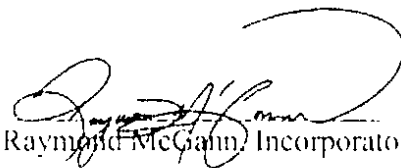
Having been named as registered agent to accept service of process for the Corporation at the place designated herein, I am familiar with and accept appointment as registered agent and agree to act in this capacity.

ARTICLE X

Incorporator

The name and address of the incorporator are Raymond McGann, 200 S. Andrews Ave., Suite 600, Fort Lauderdale, FL 33301.

The undersigned has executed these Articles of incorporation of the Corporation as of the 21st day of July 2023.


Raymond McGann, Incorporator

Fax Audit Number:

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 605.0113, Florida Statutes, the undersigned Non-Profit Corporation submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Company is **EDITH'S CHRISTMAS CLOSET**

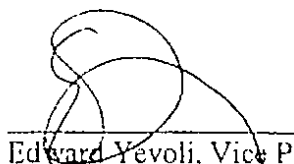
The Registered Agent of the Company is PBYA Corporate Services, LLC, the address of which is: 200 South Andrews Avenue, Suite 600, Fort Lauderdale, FL 33301.

Having been named as registered agent and to accept service of process for the foregoing Non-Profit Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent 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.

Dated as of the 25th of June 2023.

SIGNED:

PBYA Corporate Services, LLC


Edward Yevoli, Vice President

Fax Audit Number: