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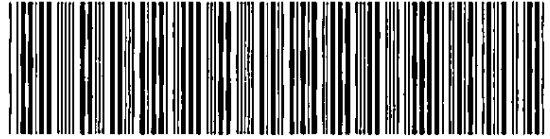
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**BOOKER & ASSOCIATES, P.A.**  
ATTORNEYS AT LAW

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August 9, 2023

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

RE: *Make and Create, Inc.*

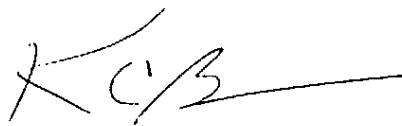
Dear Sir/Madam:

Enclosed herein please find *Articles of Incorporation* for *Make and Create, Inc.*, a not for profit company, to be filed with the Secretary of State, along with a check in the amount of \$70.00 for the filing fee.

Thank you for your assistance in this filing. If you have any questions regarding this matter, please do not hesitate to contact my office.

Sincerely,

Booker & Associates, P.A.



By: \_\_\_\_\_  
Kim C. Booker, Attorney at Law

KCB:mmm

Enclosures

2023 AUG 10 3:01

**ARTICLES OF INCORPORATION  
OF  
MAKE AND CREATE, INC.**

In order to form a corporation under the provisions of Chapter 617 of the laws of the State of Florida for the Formation of Corporations Not For Profit, we the undersigned, hereby create a corporation for the purpose and with the powers hereinafter mentioned.

**ARTICLE I  
NAME**

The name of this corporation shall be MAKE AND CREATE, INC. (hereinafter referred to as the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 190 N. Woodland Avenue, DeLand, Florida 32720, but the corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors; furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

**ARTICLE III  
PURPOSE**

The purposes and objects of the Corporation is organized exclusively for charitable, religious, educational, and scientific 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.

The Corporation shall be conducted as a non-profit organization for the benefit of its members, and the Corporation shall make no distributions of income to its members, directors or officers.

**ARTICLE IV  
BOARD OF DIRECTORS**

1. The Affairs of the Corporation shall be managed by a Board of Directors. The number of persons which will constitute the entire Board of Directors shall be five (5).

2. The number of directors constituting the initial Board of Directors of the Corporation is five (5). The names and addresses of said persons who are to serve on the initial Board of Directors are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Delaney R. Lawrence	2217 River Ridge Rd Deland Fl 32720
Isabella T. Ryals	190 N Woodward Ave Deland Fl 32720
Dawn S. Lawrence	2217 River Ridge Rd Deland Fl 32720
David A. Lawrence	2217 River Ridge Rd Deland Fl 32720
William L. Ryals	190 N Woodward Ave Deland Fl 32720

#### **ARTICLE V CORPORATE OFFICERS**

The affairs of the Corporation shall be administered by the officers in accordance with the Bylaws. The president and such other officers and assistant officers as the Board of Directors may from time to time designate and shall constitute the officers of the Corporation. The officers of the Corporation shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<b><u>Name</u></b>	<b><u>Office</u></b>	<b><u>Address</u></b>
Delaney R. Lawrence	President	2217 River Ridge Rd Deland Fl 32720
Isabella T. Ryals	Vice President	190 N Woodward Ave Deland Fl 32720
Dawn S. Lawrence	Secretary	2217 River Ridge Rd Deland Fl 32720
David A. Lawrence	Officer	2217 River Ridge Rd Deland Fl 32720
William L. Ryals	Officer	190 N Woodward Ave Deland Fl 32720

## **ARTICLE VI POWERS**

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 in Article Third hereof. 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, 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, 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE VII PERPETUAL EXISTENCE**

The Corporation shall have perpetual existence.

## **ARTICLE VIII BYLAWS**

The first Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors and the members of this Corporation.

## **ARTICLE IX INDEMNIFICATION**

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including counsel fees, reasonable incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred except in such cases wherein the director or officer is adjudged guilty or willful misfeasance or malfeasance in the performance of his duties; provided that in the event of

any claim for reimbursement or indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

The Board of Directors may, and shall if the same is reasonable available, purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above.

## **ARTICLE X AMENDMENTS**

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of at least two-thirds (2/3) of the directors, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the president of the Corporation, or other officer of the Corporation in the absence of the president, who shall thereupon call a special meeting of the members of the Corporation for a date not sooner than fifteen (15) days nor later than thirty (30) days from the receipt of him of the proposed amendment or amendments, and it shall be the duty of the secretary to give to each member written or printed notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than five (5) days nor more than seven (7) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears in the records of the Corporation and the postage thereon prepaid. Any member, may by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Corporation whether before or after the holding of the meeting shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of at least two-thirds (2/3) of the Board of Directors in order for such amendment or amendments to be effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of the State of Florida and upon the registration of such amendment or amendments with the said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Volusia County, Florida, within fifteen (15) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these Articles of Incorporation, the written vote of any member of the Corporation shall be recognized, if such member is not in attendance at such meeting or represented there by proxy,

provided such written vote is delivered to the secretary of the Corporation at or prior to such meeting.

Provided, however, that no amendment shall make changes in the qualifications for membership nor the voting rights of the members, without approval in writing of all members.

## **ARTICLE XI SUBSCRIBER**

The name and address of the subscribers to these Articles of Incorporation are as follows:

### **Name**

### **Address**

Delaney R. Lawrence	2217 River Ridge Rd Deland Fl 32720
Isabella T. Ryals	190 N Woodward Ave Deland Fl 32720
Dawn S. Lawrence	2217 River Ridge Rd Deland Fl 32720
David A. Lawrence	2217 River Ridge Rd Deland Fl 32720
William L. Ryals	190 N Woodward Ave Deland Fl 32720

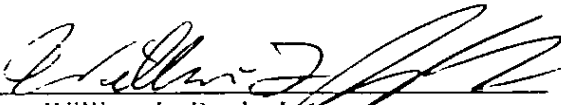
## **ARTICLE XII DISSOLUTION**

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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.

## **ARTICLE XIII REGISTERED AGENT**

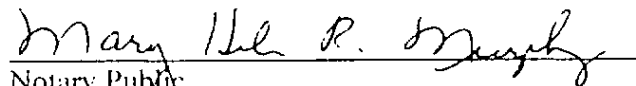
The initial registered agent of the Corporation is William L. Ryals, and the street address of the initial registered offices of the Corporation 190 N Woodward Ave, Deland, Florida 32720. This corporation shall have the right to change such registered agent and office from time to time as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 2nd day of August 2023.

By:   
William L. Ryals, Incorporator

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me by means of ✓ physical presence or     online notarization, on this 2 day of August 2023 by William L. Ryals. He is known to me or has produced a valid driver's license as identification and did not take an oath.

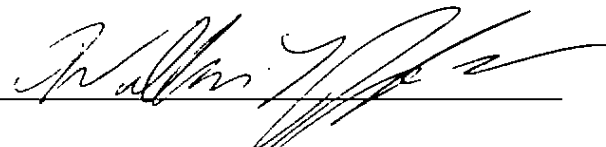
  
Notary Public  
Seal





### Registered Agent's Certification

Having been named as registered agent for the above mentioned Corporation, 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 relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of. Section 607.0505 of the Florida Statutes.

  
Date: August 2, 2023