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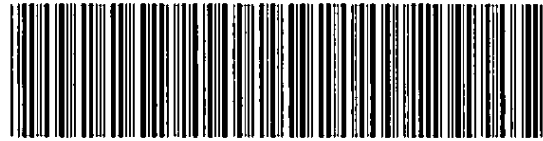
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850-558-1500, Ext: 61592

To: Department Of State, Division Of Corporations
From: Alexxis Weiland-Sorenson
Ext: 61592
Date: 12/13/23
Order #: 1333490-1
Re: Glorianna, Inc.
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Certificate of Formation/Incorporation

Amount to be deducted from our State Account: \$70.00 - FL State Account Number:
120000000195

A handwritten signature in black ink, appearing to read 'Alexxis Weiland-Sorenson', is written over the text of the enclosed items.

AUTH:

Please take the following action:
File in your office on basis
Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

**ARTICLES OF INCORPORATION
OF
GLORIANNA, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

These Articles of Incorporation ("Articles") are signed and acknowledged by the incorporator for the purpose of forming a Florida not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE I: NAME AND ADDRESS

The name of this not for profit corporation is GLORIANNA, INC. (the "Corporation"). Its address is 6465 North Quail Hollow Road, Suite 400, Memphis, TN 38120.

ARTICLE II: PURPOSES

The general purposes for which this Corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States tax code. Further, the general purpose of this Corporation shall be to develop and operate affordable housing programs for individuals with developmental and intellectual disabilities. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on:

(a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States 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 provision of any future United States tax code.

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.

The Corporation shall further function and operate with the following purposes, objectives, and vision on behalf of individuals with developmental and intellectual disabilities (collectively, the "Individuals", and individually, an "Individual"):

- To provide the Individual with independent and affordable housing;
- To empower the Individual with meaningful employment;
- To offer the Individual recreational, fellowship and social opportunities;
- To enhance the Individual's quality of life and self-worth; and
- To encourage, promote and support the Individual in their growth and involvement in the community.

ARTICLE III: POWERS

The Corporation shall have the power to:

1. Have succession by its corporate name for the period set forth in its articles of incorporation.
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
3. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit."
4. Elect or appoint such officers and agents as its affairs shall require.
5. Adopt, change, amend and repeal the bylaws of the Corporation (the "Bylaws"), not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers.
6. Increase, by a vote of its members cast as the Bylaws may direct, the number of its directors, managers, or trustees so that the number shall not be less than three (3) but may be any number in excess thereof.
7. Make contacts and incur liabilities, borrow money at such rates of interest as the

Corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.

8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or any foreign country.
9. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
10. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein; and sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets.
11. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
12. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
13. Make donations for the public welfare or for religious, charitable, scientific, education, or other similar purposes.
14. Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Corporation is organized.
15. Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE IV: PROHIBITIONS AND REQUIREMENTS

At any time during which the Corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code ("I.R.C."), it shall not:

(a) Engage in any act of "self-dealing" as defined in I.R.C. §4941(d), which would give rise to any liability for tax imposed by I.R.C. §4941(a);

(b) Retain any "excess business holdings", as defined in I.R.C. §4943(c), which would give rise to any liability for tax imposed by I.R.C. §4943(a);

(c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of I.R.C. §4944, so as to give rise to any liability for tax imposed by I.R.C. §4944(a);

(d) Make any "taxable expenditures," as defined in I.R.C. §4945(d), which would give rise to any liability for tax imposed by I.R.C. §4945(a); and

(e) During the period it is a "private foundation" as defined in I.R.C. §509, the Corporation shall distribute, for the purposes specified in its articles of organization, for each taxable year, amounts at least sufficient to avoid liability for tax imposed by I.R.C. §4942(a).

ARTICLE V: COMPENSATION AND DISTRIBUTION OF ASSETS ON DISSOLUTION

No member of the board of directors of the Corporation (the "Board") shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the Corporation, except actual expenses to or on behalf of said Corporation, if authorized by the Board. An officer of the Corporation may receive reasonable compensation for services rendered to the Corporation as an officer, without regard to whether he or she is also a director. This paragraph shall not preclude payment of reasonable compensation to a director, officer or member for services rendered to the Corporation in any other capacity. Notwithstanding any other provision hereof, the Corporation shall make no payment that would constitute "self-dealing" as defined in IRC §4941(d).

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 further United States 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 such court shall determine,

which are organized and operated exclusively for such purposes.

ARTICLE VI: LOCATION AND REGISTERED AGENT

The location of the Corporation is in the City of Memphis, County of Shelby, State of Tennessee. Its principal office shall be located at 6465 North Quail Hollow Road, Suite 400, Memphis, TN 38120. The name and address of its initial Registered Agent in Florida is John J. Lancaster, located at 500 South Florida Avenue, Suite 800, Lakeland, FL 33801.

ARTICLE VII: INCORPORATOR

The name and street address of the incorporator to these Articles is:

Name

Address

Charles S. Trammell

6465 North Quail Hollow Road
Suite 400
Memphis, TN 38120

The incorporator of these Articles hereby assigns to this Corporation any and all of his rights to constitute a corporation.

ARTICLE VIII: MEMBERSHIP

The Corporation shall have one or more members. A designation of the members and qualifications and rights of the members shall be set forth in the Bylaws. The Corporation shall not issue shares of stock.

ARTICLE IX: OFFICERS

(a) The officers of this organization shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as may be provided for in the Bylaws adopted by the Corporation and as amended from time to time.

(b) The names of the persons who are to serve as officers of the Corporation until the first annual meeting of the membership in accordance with the Bylaws are:

President

Charles S. Trammell

Vice-President

John Spooner

Treasurer

Mark Andrews

Secretary

Linda Harrington

(c) The officers shall be elected as provided for in the Bylaws adopted by the Corporation and as amended from time to time.

ARTICLE X: BOARD OF DIRECTORS

The business affairs of this Corporation shall be managed by the Board. This Corporation shall have five (5) directors initially. The number of directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than three (3).

(a) The board of directors shall be members of the Corporation.

(b) Members of the Board shall be elected and hold office in accordance with the Bylaws.

(c) The names and addresses of those who are to serve as the initial directors until the first annual meeting of the membership of the Corporation, are:

NAME

ADDRESS

Charles S. Trammell

6465 North Quail Hollow Road
Suite 400
Memphis, TN 38120

John Spooner

1413 Montmorenci Pass
Brentwood, TN 37027

Jerry Sisson

2171 Judicial Drive
Suite 215
Germantown, TN 38138

John Farris

1413 Union Street, Suite 1105
Nashville, TN 37219

Mark P. Andrews

225 E. John Carpenter Freeway
Suite 700
Irving, TX 75062

ARTICLE XI: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended in accordance with Florida law in effect at the time.

The procedure to amend articles of incorporation is currently set out in Florida Statutes, §617.1002.

ARTICLE XII: EXISTENCE

This Corporation is to exist perpetually beginning with the execution of these Articles.

[SIGNATURE ON FOLLOWING PAGE.]

[SIGNATURE PAGE OF THE INCORPORATOR OF GLORIANNA, INC.]

IN WITNESS WHEREOF, I, Charles S. Trammell, the undersigned incorporator submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in Section 817.155, F.S. I have hereunto set my hand and seal this 12th day of ~~October~~^{December} 2023, for the purpose of forming this not for profit corporation under the laws of the State of Florida.


CHARLES S. TRAMMELL, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That GLORIANNA, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Memphis, County of Shelby, State of Tennessee, and has named John J. Lancaster at 500 South Florida Avenue, Suite 800, Polk County, Florida 33801, as its agent to accept service of process within this state.



CHARLES S. TRAMMELL, Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said act relative to keeping open said office. I am familiar with and accept the obligations of Florida Statutes, §607.0501.



JOHN J. LANCASTER, Registered Agent

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