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**FLORIDA PROFIT/NON PROFIT CORPORATION
ARG FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION
OF
ARG FOUNDATION, INC.**

The undersigned, for the purpose of forming a corporation not for profit under the laws of the State of Florida, Chapter 617, the Florida Not For Profit Corporation Act (the "Act"), adopts the following Articles of Incorporation:

**Article I
Name**

The name of this corporation shall be ARG FOUNDATION, INC.

**Article II
Principal Office**

The principal place of business of this corporation shall be:

822 N. A1A, SUITE 310
PONTE VEDRA BEACH, FLORIDA 32082

**Article III
Mailing Address**

The mailing address of this corporation shall be:

POST OFFICE BOX 2997
PONTE VEDRA BEACH, FLORIDA 32004

**Article IV
Initial Registered Agent and Address**

The name and street address of the initial registered agent of this corporation are:

RICHARD A. JACKSON
822 N. A1A, SUITE 310
PONTE VEDRA BEACH, FLORIDA 32082

Kevin A. Kane, Esq.
Purcell, Flanagan, Hay & Greene, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
(904) 355-0355
Fla. Bar No.: 378770

Article V
Incorporator

The name and street address of the incorporator of this corporation are:

RICHARD A. JACKSON
822 N. A1A, SUITE 310
PONTE VEDRA BEACH, FLORIDA 32082

Article VI
Duration

This corporation shall exist perpetually.

Article VII
Purposes, Requirements and Limitations

7.1. Purposes. This corporation is organized exclusively for charitable, educational, religious 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 of 1986, as amended, or corresponding section of any future federal tax code (the "Code").

7.2. Requirements and Limitations.

(a) All of the assets and earnings shall be used exclusively for the purposes set forth herein, and no part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered. This corporation shall pay no dividends.

(b) No substantial part of the activities of this corporation shall be the carrying-on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, directly or indirectly, 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. This corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

(c) Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

(d) In the event that this corporation shall be a "private foundation" within the meaning of Section 509 of the Code: (a) this corporation's income, and to the extent income is

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insufficient, principal 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 (unless this corporation is a "private operating foundation," in which case, Section 4942 of the Code is not applicable during such tax year), and (b) this corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject this corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

Article VIII

Directors

8.1. Number of Directors. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time but shall never be less than the number required by F.S. Section 617.0803(1) or successor provision.

8.2. Election. The directors shall be elected for the term and by the method stated in this corporation's bylaws.

8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its board members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of this corporation may also serve this corporation in any other capacity and receive compensation therefor in any form.

8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX

Dissolution

Upon the dissolution of this corporation, this corporation will, after paying or making provision for the payment of all the liabilities of this corporation, dispose of all the assets of this corporation exclusively for the exempt purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Code as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the board of directors of this corporation and shall determine. 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 this corporation and is then located, exclusively for such exempt purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt purposes as described in Section 501(c)(3) of the Code.

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Article X
Membership

This corporation shall have one class of members as provided in this corporation's bylaws and all matters pertaining to membership shall be governed by this corporation's bylaws and the Act.

Article XI
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation.

The incorporator affirms the facts stated in this document are true as of _____
2/4/2024, 2024.

Richard Jackson

RICHARD A. JACKSON, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

ARG FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates RICHARD A. JACKSON as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 822 N. A1A, SUITE 310, PONTE VEDRA BEACH, FLORIDA 32082.

DATED 2/4/2024.

Richard Jackson

RICHARD A. JACKSON, Incorporator

Having been named as registered agent to accept service of process for the above stated 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 2/4/2024.

Richard Jackson

RICHARD A. JACKSON, Registered Agent

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