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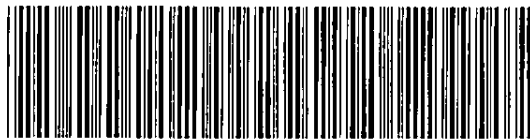
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YOUR CAPITAL CONNECTION, INC.

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TOLL FREE No. 1-800-342-8062

FAX (850) 222-1222

mycapitalconnection@yahoo.com

www.capitalconnection.com

Moretti Ministries Real
Estate Inc. Not for Profit

DESCRIPTION

AMOUNT



SUBTOTAL

TAX ON
CORPORATE SUPPLIES

TOTAL

PREPAID

BALANCE DUE

Your Capital Connection Inc. has made every possible effort to acquire accurate information from the records searched, however, because the determination of this information in the files lies with governmental filing officials, we accept no liability for errors or omissions.

TERMS: NET 10 DAYS FROM INVOICE DATE

1 1/2% per month on Past Due Amounts

Past 30 Days, 18% per Annum.

PLEASE RETURN A COPY OF INVOICE WITH YOUR PAYMENT TO ENSURE PROPER CREDIT

ARTICLES OF INCORPORATION
OF
MORETTI MINISTRIES REAL ESTATE, INC.

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TALLAHASSEE, FL

The undersigned, pursuant to applicable provisions of the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE ONE

NAME

The name of this corporation shall be Moretti Ministries Real Estate, Inc. (the "Corporation").

ARTICLE TWO

ADDRESS OF PRINCIPAL OFFICE

The Corporation's principal office address is 1035 Bayshore Drive, Englewood, FL 34223.

ARTICLE THREE

PURPOSES AND POWERS

This Corporation is organized exclusively for charitable, religious, and educational purposes that qualify as exempt purposes under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, hereinafter the "Code," including but not limited to:

- a. To operate exclusively for the benefit of Moretti Ministries, Inc., a Florida not-for-profit corporation that is exempt from federal income tax under Section 501(c)(3) of the Code and to operate as a Type 1 "supporting organization," within the meaning of Section 509(a)(3) of the Code and the regulations thereunder; and, in furtherance thereof, it shall comply with the Organizational and Operational Tests and Requirements specified in Article Four hereof;
- b. To own property, including real property, tangible and intangible property, to be operated, invested, and otherwise used for the benefit of or on behalf of Moretti Ministries, Inc.;
- c. To make distributions to or on behalf of Moretti Ministries, Inc. for its religious, charitable, and educational purposes, determined from time to time by the directors of the Corporation, in their sole and exclusive discretion;

- d. To engage in all lawful activities to accomplish the preceding purposes except as restricted herein.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or (c) that would preclude it from satisfying the requirements of Section 509(a)(3) of the Code.

ARTICLE FOUR

ORGANIZATIONAL AND OPERATIONAL TESTS AND REQUIREMENTS

Section 1. Organizational Test. (a) General. These Articles of Incorporation (i) limit the purpose of the Corporation to one or more of the purposes outlined in Code Section 509(a)(3)(A); (ii) do not expressly empower the Corporation to engage in activities which are not in furtherance of the purposes referred to in subdivision (i) of this paragraph; (iii) state, that the "specified" publicly supported organization on whose behalf this Corporation is to be operated (within the meaning of Reg. 1.509(a)-4(d) is Moretti Ministries, Inc., an organization described in section 501(c)(3) of the Code (the "Supported Public Charity"), and such organizations permitted within the meaning of Reg. 1.509(a)-4(d); and (iv) do not empower the Corporation to operate to support or benefit any organization other than the Supported Public Charity and such organizations permitted within the meaning of Reg. 1.509(a)-4(d).

(b) Purposes. The Corporation is formed "for the benefit of" (within the meaning of Reg. 1.509(a)-4(c)(2) the Supported Public Charity and such organizations permitted within the meaning of Reg. 1.509(a)-4(d).

(c) Limitations. These Articles of Incorporation do not and shall not permit the Corporation to operate to support or benefit any organization other than the Supported Public Charity and such organizations permitted within the meaning of Reg. 1.509(a)-4(d).

Section 2. Specified Organizations. The "specified" publicly supported organization on whose behalf the Corporation is to be operated shall be the Supported Public Charity and such organizations permitted within the meaning of Reg. 1.509(a)-4(d).

Section 3. Nondesignated Publicly Supported Organizations. (a) General. If the Corporation benefits an organization other than the Supported Public Charity, such organizations shall only be those of the class that benefit from the Supported Public Charity and are consistent with the purposes of the Supported Public Charity. Notwithstanding the preceding, any change in the supported organization shall be adopted by a two-thirds majority affirmative vote of the board of directors then in office of the Supported Public Charity at any regular or special meeting called for that purpose, in which a quorum is present.

(b) Scope. These Articles of Incorporation shall (i) permit the substitution of one publicly supported organization within the same class to be benefited by the Supported Public Charity and consistent with the purposes of the Supported Public Charity; (ii) permit the Corporation to operate for the benefit of new or additional publicly supported organizations of the same class to be benefited by the Supported Public Charity and consistent with the purposes of the Supported Public Charity; or (c)

permit the Corporation to vary the amount of its support among different publicly supported organizations within the same class as benefited by the Supported Public Charity and consistent with the purposes of the Supported Public Charity.

Section 4. Operational Test. (a) Permissible Beneficiaries. The Corporation shall engage solely in activities that support or benefit the "specified" publicly supported organization on whose behalf the Corporation will be operated. Such activities may include making payments to or for the use of or providing services or facilities for individual members of the charitable class benefited by the "specified" publicly supported organization on whose behalf the Corporation is to be operated or supporting or benefiting an organization, other than a private foundation, which is described in section 501(c)(3) and is operated, supervised, or controlled directly by or in connection with the "specified" publicly supported organization on whose behalf the Corporation is to be operated, or which is described in section 511(a)(2)(B). No part of the Corporation's activities shall be in furtherance of a purpose other than supporting or benefiting the "specified" publicly supported organization on whose behalf the Corporation is to be operated.

(b) Permissible Activities. The Corporation shall not be required to pay over its income to the "specified" publicly supported organization on whose behalf it is to be operated to meet the operational test. It may satisfy the test by using its income to carry on an independent activity or program that supports or benefits only the "specified" publicly supported organization on whose behalf the Corporation is to be operated, provided, however, that all such support must be limited to permissible beneficiaries under subparagraph (a) of this Article Four.

Section 5. Nature of Relationship Between Organizations. The Supported Public Charity shall "operate, supervise, or control the Corporation.

Section 6. Meaning of "Operated, Supervised, or Controlled by." The Corporation shall be under the direction of and accountable or responsible to the Supported Public Charity. A majority of the Corporation's officers, directors, or trustees shall be appointed, elected, or approved by the governing body, its members, officers acting in their official capacity, or the membership of the Supported Public Charity.

Section 7. Control by Disqualified Persons. (a) General. In compliance with section 509(a)(3)(C), the Corporation may not be controlled directly or indirectly by one or more disqualified persons (as defined in section 4946) other than foundation managers and other than the Supported Public Charity. If a person is a disqualified person with respect to the Corporation, such as a substantial contributor to the Corporation, is appointed or designated as a foundation manager of the Corporation by the Supported Public Charity to serve as the representative of the Supported Public Charity, then for purposes of this paragraph such person will be regarded as a disqualified person, rather than as a representative of the Supported Public Charity. An organization will be considered "controlled," for purposes of section 509(a)(3)(C), if the disqualified persons, by aggregating their votes or positions of authority, may require such organization to perform any act which significantly affects its operation or may prevent such organization from performing such act. This includes, but is not limited to, the right of any substantial contributor or his spouse to designate annually the recipients of the income attributable to his contribution to the Corporation. Except as provided in subparagraph (b) of this paragraph, the Corporation will be considered to be controlled directly or indirectly by one or more disqualified persons if the voting power of such persons is 50 percent or more of the total voting power of the organization's governing body or if one or more of such persons have the right to exercise veto power over the actions of the Corporation.

(b) Proof of Independent Control. Notwithstanding subparagraph (a) of this paragraph, the organization is permitted to establish to the satisfaction of the Commissioner of Internal Revenue that the disqualified persons do not directly or indirectly control it.

ARTICLE FIVE

DIRECTORS

The Board of Directors shall be elected as provided for in the Corporation's Bylaws. The initial directors of the Corporation are:

Richard N. Trotta
1035 Bayshore Drive
Englewood, FL 34223

Shawna Lynn-Lambert Lowbridge
1035 Bayshore Drive
Englewood, FL 34223

James A. Masella
1035 Bayshore Drive
Englewood, FL 34223

ARTICLE SIX

OFFICERS

The officers shall be elected as provided for in the Corporation's Bylaws. The initial officers of the Corporation are:

President: James A. Masella

Secretary: Richard N. Trotta

ARTICLE SEVEN

MEMBERS

The Corporation shall have no members.

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TALLAHASSEE, FL

ARTICLE EIGHT

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE NINE

BYLAWS

The Bylaws of the Corporation shall be made or changed as provided for in the Corporation's Bylaws.

ARTICLE TEN

AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority vote of the Board of Directors, then in office, at any regular or special meeting in which a quorum is present, provided that any such amendment shall not be effective or filed unless endorsed by a resolution adopted by a majority of the members of the board of directors, then in office, of Moretti Ministries, Inc.

ARTICLE ELEVEN

REGISTERED AGENT

The registered agent upon whom service of process against this Corporation may be made is William K. Lyons. The registered agent's office is located at 825 Wright Street, Englewood, FL 34224.

ARTICLE TWELVE

INCORPORATOR

The incorporator's name is William K. Lyons, whose address is 825 Wright Street, Englewood, FL 34224.

ARTICLE THIRTEEN

EARNINGS AND ACTIVITIES

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 Three 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

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TALLAHASSEE, FL

distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE FOURTEEN

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to Moretti Ministries, Inc. as long as it is in existence and qualifies as an exempt organization under Section 501(c)(3) of the Code.

If Moretti Ministries, Inc. is not in existence at the time of the dissolution of the Corporation or shall no longer be an organization organized and operated exclusively for charitable, religious, educational, or scientific purposes, as shall qualify as an exempt organization under Section 501(c)(3) of the Code, then in that event, upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, shall dispose of all the assets of the Corporation exclusively to an organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine or shall be distributed to the federal government, or a state or local government.

Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is 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.

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SIGNATURE IS ON THE FOLLOWING PAGE

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2024 MAY 10 AM 1:11
CLERK OF STATE
TALLAHASSEE, FL

IN WITNESS WHEREOF I have set my hand and seal, acknowledged, and filed the preceding Articles of Incorporation under the laws of the State of Florida, this 3 day of May, 2024.

William K. Lyons
William K. Lyons, Incorporator

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TALLAHASSEE, FL

REGISTERED AGENT CERTIFICATE

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

In pursuance of Chapter 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said statutes:

That Moretti Ministries Real Estate, Inc., having been organized under the laws of the state of Florida Not-For-Profit Corporation Act, with its principal office, as indicated in the Articles of Incorporation at 1035 Bayshore Drive, Englewood, FL 34223 has named William K. Lyons its Registered Agent; and 825 Wright Street, Englewood, FL 33224 as the place where service of process may be served within this State.

This designation has been duly approved by a resolution of the Corporation's Board of Directors as applicable under Florida Statutes.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation at the place designated in this certificate, I acknowledge that I am familiar with and accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

Executed on the 3 day of May, 2024.

Registered Agent

William K. Lyons
William K. Lyons

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