

N740000065749

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

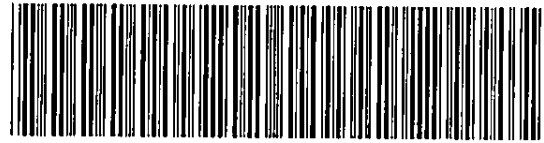
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000427534910

FILED

2024 MAY 15 AM 9:47

SECRETARY OF STATE
TALLAHASSEE, FL

05/15/24--01003--00000000

RECEIVED

2024 MAY 15 AM 10:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CORPORATE
ACCESS,
INC.**

When you need ACCESS to the world

236 East 6th Avenue, Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

WALK IN

PICK UP: BROOK 5/15

CERTIFIED COPY

XX PHOTOCOPY

GS

XX FILING

400

1. MIRACOLE FOUNDATION, INC.

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

FILED
2024 MAY 15 AM 9:47
CLERK OF STATE
TALLAHASSEE, FL

ARTICLES OF INCORPORATION

OF

MIRACOLE FOUNDATION, INC.

The undersigned, desiring to form a nonprofit corporation under the Florida Not For Profit Corporation Act in compliance with Title 36, Chapter 617 of the Florida Statutes, does hereby certify:

ARTICLE I

Name

The name of the Corporation shall be MiraCole Foundation, Inc.

ARTICLE II

Principle Office/Place of Business

The principal place of business in Florida and the mailing address of the Corporation shall be 9100 Conroy Windermere Road, Suite 200, Windermere, Florida 34786. The business of the Corporation may be conducted in all states of the United States, and in all territories thereof, and in such other locations around the world as the Board of Directors shall determine.

ARTICLE III

Purpose

The purposes for which the Corporation is formed are exclusively for charitable, religious, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States internal revenue law) (the "Code"). In furtherance of these purposes, the Corporation may engage in all lawful activities and pursuits consistent with the powers described in the Florida Not For Profit Corporation Act and authorized by Code Section 501(c)(3), including, but not limited to, raising and donating funds to families with a terminally ill child to assist the family in making lasting positive memories with their terminally ill child. The Corporation also will raise and donate funds to research working to cure diseases and raising public awareness with respect to the same.

Furthermore, the Corporation is formed exclusively for purposes for which a corporation may be formed under the Florida Not For Profit Corporation Act, and not for pecuniary profit or financial gain. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons or organizations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in

2024 MAY 15 AM 10:57
FILED

furtherance of the purposes set forth in Article III hereof. The Corporation shall have the power to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any such purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent provided in Code Section 501(h)), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation exempt from federal income tax as an organization described in Code Section 501(c)(3); or (b) by a corporation, contributions to which are deductible under Code Sections 170(c), 2055(a) and 2522(a). During any period in which the Corporation is a "private foundation" as defined in Code Section 509(a), Section 617.0835 of the Florida Not For Profit Corporation Act shall apply.

ARTICLE IV

Members/Stock

The Corporation shall not have any class of members or stock.

ARTICLE V

Board of Directors

1. The property, business and affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall be no less than three (3), but may be more than three (3), as fixed from time to time by the Bylaws of the Corporation.

2. The Directors shall be elected in the manner set forth in the Bylaws of the Corporation.

3. The names and addresses of the natural persons who are to serve as the initial Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
1. Scott St. Clair	9100 Conroy Windermere Rd. Suite 200 Windermere, FL 34786

2024 MAY 15 AM 9:47
CLERK OF STATE
TALLAHASSEE FL

FILED

2. Gigi St. Clair 9100 Conroy Windermere Rd.
Suite 200
Windermere, FL 34786
3. Steve Alfandre 9100 Conroy Windermere Rd.
Suite 200
Windermere, FL 34786

ARTICLE VI

Officers

The Officers of the Corporation shall be as set forth in the Bylaws.

ARTICLE VII

Distribution on Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, testing for public safety, literary or scientific purposes or to foster national amateur sports competition or for the prevention of cruelty to children or animals as shall at the time qualify as an exempt organization or organizations under Code Section 501(c)(3) and as an organization or organizations described in Code Sections 170(c), 2055(a) and 2522(a) or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of Florida of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to one or more organizations which are organized and operated exclusively for such purposes, as said Court shall determine to best accomplish the exempt purposes of the Corporation.

ARTICLE VIII

Registered Office/Agent

The name of the corporation who is to serve as the initial Registered Agent of the Corporation is South Milhausen, P.a.. The address of the Corporation's initial registered office shall be: 1000 Legion Place, Suite 1200, Orlando, Florida 32801.

FILED

2021 JUN 15 AM 9:47
CLERK OF DISTRICT COURT
JULIA A. MILHAUSEN, FL

ARTICLE IX

Incorporator

The name and Florida street address of the natural person who is the incorporator is Scott St. Clair, 9100 Conroy Windermere Rd. Suite 200, Windermere, FL 34786.


ARTICLE X

Amendment

These Articles may be amended from time to time, in whole or in part, by the affirmative vote of two-thirds (2/3) of the whole number of Directors; provided, however, that any such amendments shall be consistent with the Corporation's status as a tax exempt organization under Code Section 501(c)(3).

These Articles may be executed in multiple counterparts, each of which shall be considered an original and all of which together shall be deemed one instrument. These Articles signed by electronic signatures, whether digital or encrypted. Electronic Signatures (defined below) of the parties included in these Articles are intended to authenticate this writing and to have the same force and effect as manual signatures. For purposes of these Articles, "Electronic Signature" means any electronic sound, symbol, or process attached to or logically associated with a record and executed and adopted by a party with the intent to sign such record, including facsimile or email electronic signatures, pursuant to the Electronic Signature Act of 1996 (§ 668.001 et seq., Fla. Stat.) and the Uniform Electronic Transaction Act (§ 668.50, Fla. Stat.) as amended from time to time.

IN WITNESS WHEREOF, I have hereunto subscribed my name to these Articles of Incorporation this 14th day of May, 2024, and say: That I am the sole incorporator herein; that I have read the above and foregoing Articles of Incorporation; that I know the contents thereof and that the same is true to the best of my knowledge and belief, excepting as to matters herein alleged upon information and belief as to those matters I believe to be true.



Dudley Q. Sharp, Jr, Incorporator

2024 MAY 14 AM 9:47
CLERK OF STATE
TALLAHASSEE, FL

FILED

ACCEPTANCE OF APPOINTMENT

The undersigned, as a partner of South Milhausen, P.A., named herein as the registered agent for MiraCole Foundation hereby acknowledges and accepts the appointment of South Milhausen, P.A. as registered agent for said Corporation.

SOUTH MILHAUSEN, P.A.,
Registered agent



Print name: Dudley Q. Sharp, Jr.,
Partner

FILED

2024 MAY 15 AM 9:47

66 - JURY OF STATE
TALLAHASSEE, FL