

Florida Department of State
 Division of Corporations
 Electronic Filing Cover Sheet

N24000024292535

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H24000242925 3)))



H240002429253ABC7

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
 Fax Number : (850)617-6381

From:

Account Name : MCFARLAND, GOULD, LYONS, SULLIVAN & HOGAN, P.A.
 Account Number : I19990000015
 Phone : (727)461-1111
 Fax Number : (727)461-6430

2024 JUL 17 PM 11:01
 RECEIVED
 DIVISION OF CORPORATIONS
 STATE OF FLORIDA

FILED

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FLORIDA PROFIT/NON PROFIT CORPORATION
 HEALING PINELLAS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$70.00

RECEIVED

2024 JUL 17 PM 4:34

DIVISIONS
 CORPORATIONS
 STATE OF FLORIDA

CONSENT TO FILING
OF
ARTICLES OF INCORPORATION
OF
HEALING PINELLAS, INC.

By my signature below, as the former President and Incorporator of Healing Pinellas, Inc., organized July 29, 2022, under Document #N22000008713, and on its behalf, I hereby consent to the filing of the Articles of Incorporation of Florida Not-For-Profit Corporation by **HEALING PINELLAS, INC.**, with the State of Florida, Division of Corporations, to re-incorporate/reinstate this prior entity.

IN WITNESS WHEREOF, the undersigned have executed this Consent to Filing of Articles of Incorporation for a Florida Not-For-Profit Corporation, this 17 day of July, 2024.

Chris Kito

CHRISTOPHER J. KITO, as Former
President and Incorporator of **HEALING
PINELLAS, INC.**

FILED
2024 JUL 17 PM 11:00
T. CORPORATION STATE

ARTICLES OF INCORPORATION
OF
HEALING PINELLAS, INC.
A CORPORATION NOT-FOR-PROFIT
UNDER THE LAWS OF THE STATE OF FLORIDA

The undersigned, desiring to form a corporation not-for-profit under the laws of the State of Florida, Chapter 617, do hereby certify as follows:

ARTICLE I – NAME AND MAILING ADDRESS

The name of the Not-For-Profit Corporation is **HEALING PINELLAS, INC.**, and its principal office and mailing address is 4400 66th Street North, St. Petersburg, Florida 33709.

ARTICLE II – PURPOSE

The general purpose of the corporation shall be to operate exclusively for charitable, educational, religious, or scientific purposes as said terms are defined within Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, as well as any other exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE III – GENERAL SCOPE OF ACTIVITY

The corporation shall be a corporation not-for-profit, and no part of its income is distributable to its members, directors, or officers. The corporation is organized and shall be operated exclusively for the above-described purposes. No part of the net earnings of the corporation shall inure to the benefit of any private individual. Notwithstanding any other provision of these articles, the corporation will not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or by a corporation, of which its contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended.

ARTICLE IV – MEMBERSHIP

The qualifications of members and the manner of their admission shall be determined from time to time as needed or required by the Board of Directors in accordance with the By-Laws, these Articles of Incorporation, and any applicable laws of the State of Florida or the United States of America.

ARTICLE V – TERM

The corporation shall have perpetual existence.

ARTICLE VI – INCORPORATOR

The name and address of the incorporator is as follows:

Christopher J. Kito, 4400 66th Street North, St. Petersburg, Florida 33709

ARTICLE VII – BOARD OF DIRECTORS

The Board of Directors shall consist of not less than three (3) nor more than thirty-five (35) persons, elected by the membership at the annual membership meeting. The initial members of the Board of Directors, who shall serve until the first annual meeting of the membership are as follows:

Christopher J. Kito, 4400 66th Street North, St. Petersburg, Florida 33709

Craig Kito, 115 Jefferson Avenue, Port Jefferson Station, New York 11776

Lisa Kito, 115 Jefferson Avenue, Port Jefferson Station, New York 11776

ARTICLE VIII – OFFICERS

The corporation shall be managed by a President, Vice President, Secretary, and Treasurer. The following persons shall serve as Officers until the organizational meeting of the Board of Directors and shall hold the following offices:

President: Craig Kito
115 Jefferson Avenue, Port Jefferson Station, NY 11776

Vice President: Lisa Kito
115 Jefferson Avenue, Port Jefferson Station, NY 11776

Secretary: Lisa Kito
115 Jefferson Avenue, Port Jefferson Station, NY 11776

Treasurer: Craig Kito
115 Jefferson Avenue, Port Jefferson Station, NY 11776

The duties of each Officer shall be determined from time to time by the By-Laws and by the Board of Directors.

FILED
2024 JUL 17 PM 11:00
CLERK OF DISTRICT COURT
ST. PETERSBURG, FLORIDA

ARTICLE IX - REGISTERED AGENT, REGISTERED OFFICE,
AND REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are:

Christopher J. Kito
4400 66th Street North, St. Petersburg, Florida 33709

The corporation may have and establish offices, conduct business, and promote objectives within any part of the State of Florida, or in any state, District of Columbia, and Territories and colonies of the United States and in foreign countries, as the Board of Directors may designate.

ARTICLE X - BY-LAWS

The initial By-Laws of the corporation shall be established and adopted by the corporation by unanimous agreement of the corporation's initial Board of Directors. Thereafter, the By-Laws of the corporation are to be made, altered, or rescinded by a two-thirds majority of the Board of Directors present and voting at a duly called meeting of the membership.

The By-Laws of the corporation, among other matters, shall set forth the requirements for membership, and the requirements for meetings of the membership of the corporation to conduct such business as is necessary to be conducted.

ARTICLE XI - AMENDMENTS

Amendments to these Articles of Incorporation shall be adopted by a two-thirds majority of the Board of Directors present and voting at a duly called meeting of the membership, provided that such amendments are filed with and approved by the Department of State, with all filing fees paid regarding same.

ARTICLE XII - CORPORATE POWERS

The corporation shall have the power to do any and all things necessary or expedient for carrying out the purposes of the corporation. The corporation shall possess all rights, privileges, and immunities, and enjoy all the benefits granted to corporations not-for-profit under the laws of the State of Florida, including but not limited to the following powers:

- (1) Sue, appear, and defend in all actions and proceedings in the corporate name to the same extent as a natural person;

- (2) Adopt and use a common corporate seal and alter the same, provided that such seal shall be required to contain the words, "corporation not-for-profit;"
- (3) Elect or appoint such Officers and agents as the corporation shall require, and allow for reasonable compensation to such Officers and agents;
- (4) Adopt, change, amend, and repeal By-Laws, not inconsistent with all applicable laws and the corporation's Articles of Incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers;
- (5) Increase, by a vote of the corporation's members, in accordance with the By-Laws, the number of the corporation's Directors, managers, or trustees, so that the number shall not be less than three (3), but may be any number in excess thereof;
- (6) Make contracts, incur liabilities, borrow money at such rates of interest as the corporation may determine, issue notes, bonds, and other obligations, and secure any of the corporation's obligations by mortgage or pledge of all or any of the corporation's property or income;
- (7) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real property or personal property, or any interest therein, wherever situated;
- (8) Acquire, enjoy, utilize, and dispose of patents, copyrights, trademarks, and any licenses and other rights or interests thereunder or therein;
- (9) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;
- (10) Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes;
- (11) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized;
- (12) Merge and consolidate with other corporations not-for-profit, domestic and foreign, provided that the surviving corporation is a corporation not-for-profit and exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended;

- (13) Conduct the corporation's affairs, carry on its operations, have offices, and exercise the powers granted in any state, territory, district, or possession of the United States or any foreign country;
- (14) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of or otherwise use and deal in and with shares and other interests in, or obligations of other domestic or foreign corporations, whether for profit or not-for-profit, associations, partnerships, individuals, or direct or indirect obligations of the United States, or any other government, state, territory, governmental district, municipality, or of any instrumentality thereof; and
- (15) Lend money for the corporation's purposes, invest and reinvest its funds, and take and hold real property and personal property as security for the payment of funds so loaned or invested.

ARTICLE XIII – LIMITATIONS ON CORPORATE POWERS

Notwithstanding any provisions of these Articles of Incorporation to the contrary, or any provision of state or federal law not inconsistent herewith, the following shall be deemed to be controlling restrictions upon the corporation:

- (1) The corporation shall not exercise any power, right, privilege, or immunity, except in furtherance of an exempt purpose as defined by applicable law, including the Internal Revenue Code of 1954, as amended;
- (2) The corporation shall not exercise any power, right, privilege, or immunity, that would constitute the carrying on of a trade or business for profit as defined by applicable law, including the Internal Revenue Code of 1954, as amended;
- (3) The corporation shall not have nor issue shares of stock. No dividends shall be paid, and no part of the income of the corporation shall be distributed to its members, Directors, or Officers, except that the corporation may pay reasonable compensation to its members, Directors, and Officers for services rendered, and may confer benefits upon its members in conformity with its purposes;
- (4) If at any time, the corporation is deemed to be a private foundation as defined by Internal Revenue Code Section 509(a), the following restrictions shall apply:
 - a. The corporation shall not engage in any act of "self-dealing" as defined by Internal Revenue Code Section 4941(d), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4941(a);

- b. Retain any "excess business holdings," as defined by Internal Revenue Code Section 4943(c), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4943(a);
- c. Make any investment which would jeopardize the carrying out of any of the corporation's exempt purposes, within the meaning of Internal Revenue Code Section 4944, so as to give rise to any liability for the tax imposed by Internal Revenue Code Section 4944(a);
- d. Make any "taxable expenditures" as defined by Internal Revenue Code Section 4945(d), which would give rise to any liability for the tax imposed by Internal Revenue Code Section 4945(a); and
- e. Distribute, for the purposes specified within the corporation's Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for tax imposed by Internal Revenue Code Section 4942(a).

ARTICLE XIV - DISTRIBUTION UPON DISSOLUTION OR LIQUIDATION

In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, no Officer, Director or member shall be entitled to any distribution or division of its remaining property or to its proceeds, and the residual assets of the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the Order of any Court of competent jurisdiction, exclusively for purposes within the intentment of Internal Revenue Code Sections 501(c)(3) and 170(c)(2) and the regulations thereunder as the same now exist or as they may be hereafter amended from time to time, to one or more organizations which are exempt as organizations described in said Sections 501(c)(3) with purposes consistent with the general purposes of this corporation as set forth in Article II herein.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation for a Florida Not-For-Profit Corporation, this 17 day of July, 2024.

Chris Kito

CHRISTOPHER J. KITO, as Incorporator of
HEALING PINELLAS, INC.

FILED
2024 JUL 17 PM 11:00
STATE OF FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Not For Profit 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 as provided for in Chapter 605, Florida Statutes.

Chris Kito

CHRISTOPHER J. KITO, as Registered Agent

FILED

2024 JUL 17 PM 1:00

STATE OF FLORIDA