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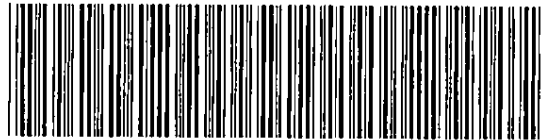
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Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956

Fax: 850.656.7953
www.incserv.com
e-mail: accounting@incserv.com



ORDER FORM

TO Florida Department of State
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Moreau
mmoreau@incserv.com
850.656.7953

REQUEST DATE 9/3/2024 **PRIORITY** Regular Approval

ORDER ENTITY
SLOPPY JOE'S FOUNDATION INC.

OUR REF # (Order ID#) 1281576

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PLEASE PERFORM THE FOLLOWING SERVICES:
SLOPPY JOE'S FOUNDATION INC. (FL)

New corp filing

NOTES:

\$70.00 Authorized

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

A handwritten signature in black ink, appearing to be "WJ" or similar, written over a horizontal line.

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

**ARTICLES OF INCORPORATION
OF
SLOPPY JOE'S FOUNDATION, INC.**

The undersigned Incorporator hereby forms a Florida nonprofit corporation under Chapter 617, Florida Statutes (F.S.) and adopts the following Articles of Incorporation:

Article One - Name

The name of the corporation is "Sloppy Joe's Foundation, Inc." (referred to below as the "Corporation").

Article Two – Principal Office

The initial principal place of business and mailing address of the Corporation is Ann Street, Key West, Florida, 33040.

Article Three - Purpose

- (A) **Public Benefit Corporation.** This Corporation is a public benefit corporation.
- (B) **Internal Revenue Code.** In these Articles, all references to particular sections of "the Code" mean those sections of the Internal Revenue Code of 1986 as amended from time to time or the corresponding provisions of any future federal tax code.
- (C) **Purposes.** The Corporation is organized for, and shall be operated exclusively for, the following purposes:
- (1) To support and advance the wellbeing of the Florida Keys community, especially those individuals residing in the Florida Keys and those charitable organizations headquartered in the Florida Keys, in furtherance of the following charitable or educational purposes:
 - (a) To provide charitable monetary and related aid directly to individuals evidencing a financial hardship and otherwise meeting those qualifications for assistance as determined by the Board of Directors;
 - (b) To provide monetary and related aid directly to charitable organizations that, through their own charitable work, support and advance the wellbeing of the Florida Keys community; and
 - (c) To provide, fund, or otherwise encourage scientific and educational information dissemination to individuals and corporations that furthers the support and advancement of the wellbeing of the Florida Keys community.

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via charitable, educational, and scientific distributions to qualifying individuals and organizations as meeting those qualifications for assistance as determined by the Board of Directors:

(2) To solicit and receive contributions from the general public and to solicit or accept grants from governmental or quasi-governmental agencies or instrumentalities and other charitable funding sources, exclusively for the charitable and educational purposes set forth in or permitted under this Article Three;

(3) To receive, invest, reinvest, maintain, and sell or otherwise dispose of funds of money or other property (whether real, personal, or mixed) and to use and apply all or any part of such money and property (including the net earnings therefrom) exclusively for charitable or educational purposes, including but not limited to contributions or distributions to organizations described in sections 170(c)(1), 170(c)(2), and 501(c)(3) of the Code; and

(4) To perform any other lawful acts in furtherance of any exclusively charitable or educational purpose for which a nonprofit charitable corporation may be organized and operated under applicable Florida law and section 501(c)(3) of the Code.

Article Four – Manner of Election of Directors

(A) **Board of Directors.** All the Corporation's activities and operations shall be managed by a Board of Directors ("the Board"). The Board may from time to time fix the number of Directors in the By-Laws at any exact number not less than three (3) nor more than twelve (12). In the absence of such a By-Law provision, the number of Directors will remain at three (3).

(B) **Initial Directors and Terms.** The initial four Directors are identified in Article Five and shall initially serve until a successor is appointed or until she or he has resigned or been removed.

(C) **Directors' Terms of Office.** Subject to resignation or removal at an earlier time, each Director (including each Initial Director) who is elected to a seat on the Board shall serve until such time a successor is appointed. If a seat on the Board of Directors becomes vacant due to the death, resignation, or removal of a Director or because the number of Directors is increased, the President of the Board may appoint a Director to fill that seat until the next scheduled regular or special meeting of the Board of Directors, at which time the Board of Directors shall vote on the President-appointed Director to retain such appointment to the Board. The Board of Directors may make provisions in the By-Laws to set or change the total number of Directors and/or the length of Directors' terms.

(D) **Nominations for Directors.** Any present Director may nominate a candidate for a seat on the Corporation's Board of Directors, which shall be voted on by the existing Directors at the next regular or special meeting of the Board of Directors. A candidate shall be approved for the seat on the Corporation's Board of Directors with a simple majority vote of the existing Directors, with the President of the Board having the tie-breaking vote, if required. In the event of a conflict between this Paragraph (D) and Paragraph (A), Paragraph (A) controls.

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(E) **Committees.** By resolutions or By-Laws adopted from time to time, the Board of Directors may appoint one or more Committees to carry out any management function or to make any policy recommendation or investigation. However, each Committee must consist of not less than two (2) Directors, and the authority of a Committee to act for the entire Board shall not continue longer than ninety (90) days after the Board created or last reauthorized that Committee, unless that Committee first makes a written report to the entire Board and is reauthorized to act for another ninety (90) days in a written resolution approved by a majority vote of the entire Board.

(F) **Other Provisions.** With respect to nomination, election, resignation, removal, and other conduct, rights, obligations, or powers of the Directors, the Board of Directors may make any provisions in the By-Laws that are not inconsistent with these Articles of Incorporation or with sections 170(c)(2) and 501(c)(3) of the Code or the corresponding provisions of any future federal tax code.

Article Five – Initial Directors

The Initial Directors are:

Mr. Jeffrey E. Allen
President
101 Ann Street
Key West, Florida 33040

Vacant
Vice-President

Ms. Danielle S. Holliday
Treasurer
101 Ann Street
Key West, Florida 33040

Mr. Glen M. Kellett
Secretary
34 Cannon Royal Dr.
Key West, Florida 33040

Article Six – Registered Agent

The name and address of the Corporation's initial Registered Agent is:

Mr. Jeffrey E. Allen
101 Ann Street
Key West, FL 33040

Article Seven – Incorporator

The name and address of the Corporation's Incorporator is:

Mr. Jeffrey E. Allen
101 Ann Street
Key West, FL 33040

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Article Eight – Prohibitions and Restrictions

No part of the net earnings of the Corporation shall inure to the benefit of any Director, Officer, or other member of the Corporation or to the benefit of any other private individual not presently designated as a recipient of the charitable activities of the Corporation. However, the Corporation may pay reasonable compensation for services rendered to the Corporation in carrying out or in furtherance of one or more of the Corporation's exempt purposes. The Corporation shall not devote any substantial part of its activities to the conduct or dissemination of propaganda or to any other attempt to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including but not limited to the publication or distribution of statements). Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not engage in or carry on any activities that are not permitted to be carried on by:

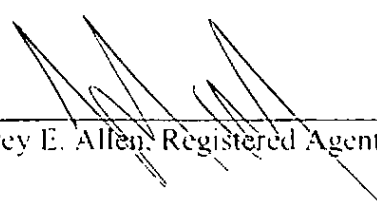
- (1) A corporation exempt from federal income tax under section 501(c)(3) of the Code, or
- (2) A corporation, contributions to which are deductible under section 170(c)(2) of the Code.

Article Nine – Dissolution

Except for a distribution (upon dissolution) of assets to an organization described in Code sections 170(c)(1) or 170(c)(2) and in Code section 501(c)(3), no Director, Officer, other member of the Corporation, or private individual is entitled to share in any distribution of the Corporation's assets upon its dissolution. Upon the dissolution of the Corporation, and after winding up its affairs and paying or providing for all the lawful liabilities of the Corporation under applicable law, all the remaining assets of the Corporation shall be distributed, exclusively for charitable or educational purposes, to one or more organizations that are organized and operated for such purposes and which are, at the time of such distribution, described in Code sections 170(c)(1) or 170(c)(2).

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

August 5, 2024

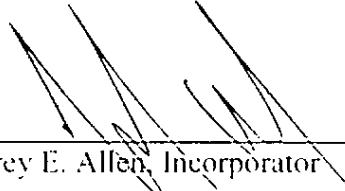


Jeffrey E. Allen, Registered Agent

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IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation and certifies the truth of the facts stated therein.

August 5, 2024



Jeffrey E. Allen, Incorporator

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