

N1240000012050

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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(Business Entity Name)

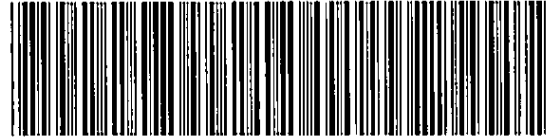
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ASCENDAR FOUNDATION, INC.

Please Debit FCA000000003 For: 70

Thank you Seth Neeley



Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

- ___ Art of Inc. File
- ___ LTD Partnership File
- ___ Foreign Corp. File
- ___ L.C. File
- ___ Fictitious Name File
- ___ Trade/Service Mark
- ___ Merger File
- ___ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ___ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Driving Record
- ___ UCC 1 or 3 File
- ___ UCC 11 Search
- ___ UCC 11 Retrieval
- ___ Courier

ARTICLES OF INCORPORATION
OF
ASCENDAR FOUNDATION, INC.

ARTICLE I

Name

The name of the not-for-profit corporation ("Corporation") is ASCENDAR FOUNDATION, INC.

ARTICLE II

Principal Office

The street address of the principal office for the not-for-profit Corporation is: 961 Victoria Drive, Dunedin, Florida 34698.

ARTICLE III

Purposes

(a) This not-for-profit corporation is organized and shall be managed and operated exclusively for charitable, religious, educational and scientific purposes, and to further engage in the following purposes: to promote lesser known artists in performance arts, visual arts and fashion design. Engage in producing multi-sensory art performance. Use of arts as supporting human rights and spiritual freedom.

(b) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer, director or member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes, including rent expense), and no trustee, officer, director or member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No 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, 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.

(c) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, or any statute of similar import (the "Code"), or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(d) Upon the dissolution of the corporation or the winding up of its affairs, assets shall be distributed exclusively to charitable, religious, scientific or educational organizations that would qualify for the provisions of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then 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.

ARTICLE IV

Powers and Restrictions

(a) This corporation shall have and exercise all powers necessary or convenient to affect any and all of the religious, educational, scientific and charitable purposes for which this organization is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

(c) During such times as this corporation is a private foundation in accordance with Section 509 of the Code:

(1) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(2) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

(3) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of Code, or corresponding provisions of any subsequent federal tax laws.

(4) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE V

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Membership

(a) This corporation is organized on a non-stock basis and shall not issue shares of stock.

(b) Initially, the corporation shall have two members. The number of members may be increased or, if more than one, decreased by the Board of Directors from time to time, but only upon the prior approval by the majority of the then current member(s). The member or members shall elect the Directors of this corporation and shall have the power to remove and replace any or all of the Directors.

(c) The initial member shall be Jeanne Halle and Bertrand Halle.

(d) A membership shall inure to a member's heirs, successors, or assigns. A membership shall be fully transferable by the member, provided that such transfer shall not disqualify this corporation from being (i) exempt from federal income tax under Section 501(c)(3) of the Code or (ii) able to receive contributions which are deductible under Section 170(c)(2) of the Code.

(e) This corporation shall not issue member certificates.

ARTICLE VII

Manner of Election

Each director shall be elected by the members or a majority of the members and each director elected shall serve an initial three (3) year term.

ARTICLE VIII

Board of Directors

(a) The management of the affairs of this corporation shall be vested in the Board of Directors elected by the member(s).

(b) As provided in the bylaws:

(1) The number of directors may be increased or decreased from time to time by the member(s) but shall never be less than three (3) directors not more than thirteen (13) directors.

(2) The officers shall be elected or appointed by the Board of Directors

(c) A quorum for the transaction of business at meeting of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors.

(d) Directors may attend a meeting by electronic communication.

(e) To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the directors.

ARTICLE IX

Initial Officers and/or Directors

The initial officers and/or directors are as follows, such officers and/or directors to hold office until his or her successor or successors have been duly elected and qualify:

President/Treasurer

Jeanne Halle
961 Victoria Drive
Dunedin, FL 34698

Vice President/Secretary

Bertrand Halle
961 Victoria Drive
Dunedin, FL 34698

ARTICLE X

By-Laws

The by-laws of this corporation may be made, altered, amended, or repealed, and new by-laws may be adopted from time to time, by resolution adopted by the member of this corporation present at any meeting duly called and convened.

ARTICLE XI

Amendment of Articles of Incorporation

These articles may be amended by resolution adopted by a majority of the member(s) of this corporation present at any meeting duly called and convened.

ARTICLE XII

Registered Agent

The name of the not-for-profit Corporation's registered agent in Florida is John F. Freeborn. The address of the Corporation's registered office in Florida is 360 Monroe Street, Dunedin, Florida 34698.

ARTICLE XIII

Effective Date

The effective date for creation of this Corporation shall be the date of filing by the Division of Corporations .

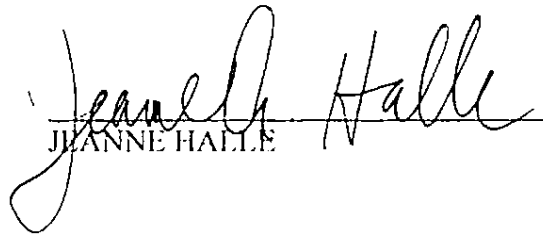
ARTICLE XIV

Incorporator

The name and address of the Incorporator is Jeanne Halle, 961 Victoria Lane, Dunedin, Florida 34698.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.


IN WITNESS WHEREOF, we have executed the Articles of Incorporation on this 3rd day of October, 2024, at Dunedin, Florida.


JEANNE HALLE

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State of Florida and County of Pinellas to take acknowledgments, by means of ☒ physical presence or ☐ online notarization, by JEANNE HALLE, personally known to me, (or who identified herself by _____) to be the person described in and who executed the foregoing Articles of Incorporation, and who took an oath.

WITNESS MY HAND and official seal in the County and State aforesaid, this 3rd day of October, 2024.

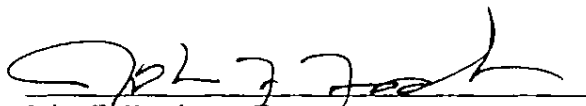

Notary Public
My Commission Expires:



JOHN F. FREEBORN
Commission # HH 454792
Expires January 16, 2028

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated not-for-profit corporation at the place designed in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


John F. Freeborn, Esq.

10/3/24
Date

10/3/24