

N240000012845

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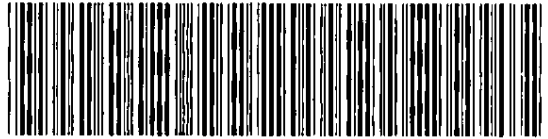
(Business Entity Name)

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PLEASE REPLY TO:
MELBOURNE OFFICE
1990 W. NEW HAVEN AVE.
SECOND FLOOR
MELBOURNE, FL 32904
321.255.2332

October 15, 2024

Sent Via US Mail Only

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation, VALOR MINDS, INC.

To Whom It May Concern:

Please find the enclosed Articles of Incorporation and check number 18075 for incorporation of a new FL not-for-profit corporation, attached herein, and provide a Certificate of Status once completed.

Should you have any questions regarding the foregoing, please do not hesitate to contact our office.

Sincerely,

WIDERMANN MALEK, PL

Lisa E. Bolinger, Esquire
LBolinger@USLegalTeam.com

LEB:kbb
Enclosures

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PRIMERUS

Articles of Incorporation for VALOR MINDS, INC.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

Article I - Name

The name of the corporation is:

VALOR MINDS, INC. (hereinafter also referred to as the “**Corporation**”).

Article II – Principal Office & Mailing Address

The principal place of business address:

557 PLATT CIRCLE
MELBOURNE, FL 32904

The mailing address of the corporation is:

557 PLATT CIRCLE
MELBOURNE, FL 32904

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Article III - Purpose

The specific purpose for which this corporation is organized is:

Valor Minds, Inc. is formed for non-profit, educational, and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. More particularly, Valor Minds, Inc. is organized to:

- a) provide outpatient holistic mental health support to individuals 18 years and older who are Active-Duty Military Members, Veterans, First Responders, Front Line Workers, and their immediate family members (collectively the “Patients”);
- b) the Corporation shall have the power to establish and maintain a facility for the purpose of providing and promoting mental health services to the Patients;
- c) to accept gifts and donations of money and property, real and personal, for the purpose of erecting and maintaining physical facilities and improvements to implement the above-stated purposes of the Corporation;

- d) to provide a staff and provide compensation for those engaged in mental health services, administration, and support for the benefit of the Patients in the community;
- e) the Corporation shall also have such power and authority as are allowed and granted to Corporations not-for-profit under the laws of the State of Florida and the United States of America.

Notwithstanding any other provisions of these Articles, Valor Minds, Inc. shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

Article IV – Membership; Management of Corporation

The Corporation shall have no members. The management of the affairs of the Corporation shall be vested in the Board of Directors. The manner in which directors are elected or appointed is provided for in the Corporation's bylaws.

Article V – Registered Agent

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

WIDERMANN MALEK, PL
C/O SCOTT WIDERMANN, ESQ.
1990 W. NEW HAVEN AVE,
SECOND FLOOR
MELBOURNE, FL 32904

Article VI - Incorporator

The name and address of the incorporator is:

WIDERMANN MALEK, PL
LISA E. BOLINGER, ESQ.
1990 W. NEW HAVEN AVE.,
SECOND FLOOR
MELBOURNE, FL 32904
LBOLINGER@USLEGALTEAM.COM

Article VII – Initial Officers/Directors

The initial officers and/or directors of the corporation are:

Title: P/D/T
Morgan O'Shaughnessy
557 Platt Circle
Melbourne, FL 32904

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Title: D
Laila Moayer
7543 Loren Cove Drive
Melbourne, FL 32940

Title: D, S
Ryan O'Shaughnessy
557 Platt Circle
Melbourne, FL 32904

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Article VIII – Powers & Limitations

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 III hereof. No officer or director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this Corporation. 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IX - Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation 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 X – Effective Date

The effective date for this Corporation shall be:
Date of filing

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 appointment as registered agent and agree to act in this capacity.

Registered Agent Signature: _____

Scott Widerman, Esq.

Date: 10/15/24

I submit this document and affirm that the facts 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 § 817.155, Florida Statutes. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Signature of Incorporator: _____

Lisa E. Bolinger

Date: 10/15/24

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