

N99000007587

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- WAKE UP CALL, INC.

2-

3-

4-

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 DEC - 6 PM 3:37

RECEIVED

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

700003062327-1-8
-12/07/99-01001-027
*****78.75 *****78.75

FILED
99 DEC 27 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

CPB
12-27-99
g



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 6, 1999

ATTORNEYS' TITLE
660 E. JEFFERSON ST.
TALLAHASSEE, FL 32301

SUBJECT: WAKE UP CALL, INC.
Ref. Number: W99000027853

We have received your document for WAKE UP CALL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 499A00057447

ARTICLES OF INCORPORATION

OF

WAKE UP CALL, INC.

FILED
99 DEC 27 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation shall be:

WAKE UP CALL, INC.

ARTICLE II - CORPORATE NATURE

This is a non-profit corporation organized pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III - DURATION

The corporation shall have a perpetual existence.

ARTICLE IV - PRINCIPAL OFFICE AND
MAILING ADDRESS PLACE OF BUSINESS

The principal office and mailing address of this corporation shall be: 3015 Colonial Ridge Drive, Brandon, Florida 33511.

ARTICLE V - PURPOSE

The purpose of this corporation is to engage in the business of promoting the general goal of providing education, support groups, seminars and training for parents of troubled or at-risk youth, and any other business allowed under the laws of Florida and laws of the United States for non-profit corporations.

ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

A. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than two (2) and shall not exceed three (3), unless changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the initial members of the Board of Directors are as follows:

NAME**ADDRESS**

Danny L. Cosby

3015 Colonial Ridge Drive
Brandon, Florida 33511

Sharron K. Cosby

3015 Colonial Ridge Drive
Brandon, Florida 33511

Caron Mills Cosby

10303 Casa Palermo Dr. #8
Riverview, Florida 33569

B. At the annual meeting, the Board of Directors will elect by at least a majority the President, Vice President, Secretary and Treasurer. The president of the corporation will have the authority to manage the day-to-day business of the corporation and shall have direct operational responsibilities for the corporation.

ARTICLE VII - EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except 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 IV hereof.

B. No substantial part of the activities of the corporations 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 any candidate for public office.

C. 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 of 1954 (or the

*corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII - DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision of the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations existing and operating exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX - MEMBERSHIP

The property of this corporation is irrevocably dedicated to promoting and furthering the general purpose of the not for profit corporation as stated in these articles.

ARTICLE X - INCORPORATOR

The Incorporator of this corporation is: Danny L. Cosby
3015 Colonial Ridge Drive
Brandon, Florida 33511

ARTICLE XI - AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws and any limitations set forth in the corporations Not-for-Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE XII - DEDICATION OF ASSETS

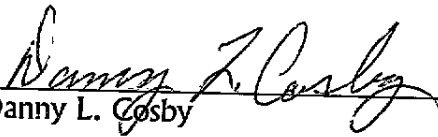
The property of this corporation is irrevocably dedicated to providing education, support groups, seminars and training for parents of troubled or at-risk youth, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XIII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be: 3015 Colonial Ridge Drive, Brandon, Florida 33511. The initial Registered Agent of this corporation at such office, shall be Danny L. Cosby, 3015 Colonial Ridge Drive, Brandon, Florida 33511, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time-to-time with respect to keeping an office open for service of process.

ARTICLE XIV - AMENDMENT OF ARTICLES

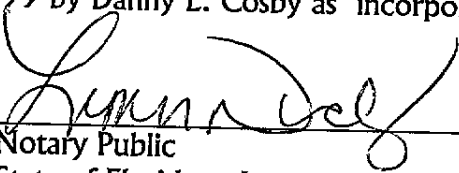
This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.



Danny L. Cosby

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of WAKE UP CALL, INC. was acknowledged before me this 23 day of November, 1999 by Danny L. Cosby as incorporator.



Notary Public
State of Florida at Large.

My Commission Expires:



Lynn D. Dickey
MY COMMISSION # CC546925 EXPIRES
April 10, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

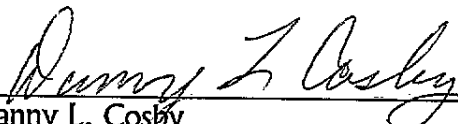
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING REGISTERED OFFICE
AND REGISTERED AGENT (AND RESIDENT AGENT)

Pursuant to applicable Florida Statutes, the following is submitted:

That WAKE UP CALL, INC. desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the ARTICLES OF INCORPORATION at 4215 Stearns Road, Valrico, Florida 33594, has Danny L. Cosby, 3015 Colonial Ridge Drive, Brandon, Florida 33511, as its Registered Agent (and Resident Agent).

ACKNOWLEDGMENT

Having been named Registered Agent for the above-stated corporation as designed in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Danny L. Cosby

FILED
99 DEC 27 PM 12:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA