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**FOREIGN PROFIT/NONPROFIT CORPORATION**  
**Hope and Glory Foundation Inc.**

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*K 10/07/14*

**Articles of Incorporation of  
Hope and Glory Foundation Inc.**

We, the undersigned natural person of the age of eighteen (18) years or more, acting as incorporators of a corporation under the Florida Non-Profit Corporation Act, do hereby adopt the following articles of incorporation for such Corporation.

**ARTICLE ONE  
Name**

The Name of the corporation is **Hope and Glory Foundation Inc.**

**ARTICLE TWO  
Address**

**PRINCIPAL OFFICE**  
3733 N.E. 11 Street  
Homestead, Florida 33033

**MAILING ADDRESS**  
3733 N.E. 11 Street  
Homestead, Florida 33033

**ARTICLE THREE  
Nonprofit Corporation**

The Corporation is a nonprofit corporation.

**ARTICLE FOUR  
Duration**

The period of the Corporation's duration is perpetual.

**ARTICLE FIVE  
Purpose**

Section 4.01 The Corporation is organized exclusively for charitable, scientific, and educational purposes as defined in Section 501(c)(7) of the Internal Revenue Code. These activities shall include but not be limited to acquiring by gifts and donations funds to be donated to other charitable entities as defines in Section 501 (c)(7).

- A. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making if distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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B. No part of the net earnings of the organization shall inure to the benefits of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any organization exempt from the federal income tax under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4.02 Notwithstanding any other provision of these articles of incorporation:

- a. No part of the net earnings of the Corporation shall inure to the benefits of any director of the Corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purpose); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- b. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170 (c) (2) of the Internal Revenue Code and regulation as they now exist or as they may hereafter be amended.
- c. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to other charitable organizations which would then qualify under the provisions of Section (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
- d. The Corporation is organized pursuant to the Florida Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

**ARTICLE SIX**  
**Membership**

The Corporation shall have no voting members.

**ARTICLE SEVEN**  
**Registered Office and Agent**

The street address of the registered office of Hope and Glory Foundation Inc. and the name of its initial registered agent is:

**Zoraida D. Roberts**  
3733 N.E. 11 Street  
Homestead, Florida 33033



**2863 S.W. 69 Court**  
**Miami FL 33155**  
**(786) 203-8465**

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**ARTICLES EIGHT  
Directors**

The number of Directors constituting the initial Board of Directors of the corporation is four (4), and the name and address of the person who will serve as the initial Director is:

Title	Name	Address
President	Zoraida D. Roberts	3733 N.E. 11 Street Homestead, Florida 33033
Vice-President	Timmy Lee Roberts	3733 N.E. 11 Street Homestead, Florida 33033

The manner in which directors are elected will be stated in the by-Laws.

**ARTICLE NINE  
Indemnification of Directors and Officers**

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or have been, such Director or officer and against such sum as independent counsel selected by the Director shall deem reasonable payment made in settlements of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified:

- a. With respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty,
- b. With respect to any matters which shall be settled by the payment of the sums which independent counsel selected by the Directors shall not deem reasonable payments made primarily with a view to avoiding expense of litigation, or
- c. With respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreements, corporate resolution, vote for Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance in behalf of such persons to the fullest extent permitted by this Article and applicable by law.

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**ARTICLE TEN**  
**Limitation on Scope of Liability**

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act of omission that involves intentional resulted misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefits whether or not such benefit resulted from action taken within the scope of the Director's office' or
- d. An act or omission by the Director for which liability is expressly provided by stature.

**ARTICLE ELEVEN**  
**Incorporator**

The name and street address of the Incorporator is:

<b>Name</b>	<b>Address</b>
Zoraida D. Roberts	3733 N.E. 11 Street Homestead, Florida 33033

In witness whereof, I have made and subscribed these Articles of Incorporation this 2 day of October, 2014.

  
 \_\_\_\_\_  
 Zoraida D. Roberts

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STATE OF FLORIDA            )  
                                           ) SS:  
 COUNTY OF MIAMI-DADE    )

**Acknowledgement**

Having been named above as registered agent to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in the capacity, and agree to comply with the provision of said act relative to keeping open said office.

  
 \_\_\_\_\_  
 Zoraida D. Roberts

