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TALLAHASSEE, FLORIDA

C. GOLDEN

DEC - 9 2016

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 398278 4303929

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : December 9, 2016

ORDER TIME : 10:06 AM

ORDER NO. : 398278-005

CUSTOMER NO: 4303929

DOMESTIC FILING

NAME: AYITI COMMUNITY TRUST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams - EXT. 62935

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FL 32301

COVER LETTER

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

SUBJECT: _____
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: _____
Name (Printed or typed)

Address

City, State & Zip

Daytime Telephone number

ghislain.gouraige@ubs.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AYITI COMMUNITY TRUST, INC.
(a Florida Corporation Not For Profit)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name**

The name of this Corporation is AYITI COMMUNITY TRUST, INC. (hereinafter called the "Corporation").

**ARTICLE II
Corporate Nature**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III
Address**

The initial street address of the principal office and the initial mailing address of the Corporation shall be as follows:

c/o The Miami Foundation, 40 NW 3rd Street, Suite 305, Miami, Florida 33128

**ARTICLE IV
Duration**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE V
Purposes**

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future federal tax code.

**ARTICLE VI
Powers**

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to not for profit corporations, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

ARTICLE VII Management

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation.

ARTICLE VIII Members

The Corporation shall not have members.

ARTICLE IX Dissolution

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government, for a public purpose, to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X
Restrictions

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 V hereof.

B. No 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 or engage in political activities of any kind.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, or corresponding provisions of any future federal tax code.

ARTICLE XI
Registered Office; Registered Agent

The street address of the Corporation's initial registered office is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE XII
Incorporator

The name and address of the sole incorporator is Ghislain Gouraige, Jr., 550 Biltmore Way, Suite 1100, Coral Gables, FL 33134.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 2 day of December, 2016.



GHISLAIN GOURAIGE, JR., Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

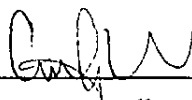
That, AYITI COMMUNITY TRUST, INC., desiring to organize under the laws of the State of Florida, has named Corporation Service Company, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 9th day of December, 2016

CORPORATION SERVICE COMPANY

By: 

Name: Courtney Williams

Title: Asst. V.P.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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