

8/25/2017

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
2ND CHANCE INTERNATIONAL CORP.

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AUG 29 2017

K. Brumbley

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be: 2ND CHANCE INTERNATIONAL CORP.

**ARTICLE II PRINCIPAL OFFICE**

Principal street address:

9100 SW 30 TERR

MIAMI, FL 33165

Mailing address, if different is:

9100 SW 30 TERR

MIAMI, FL 33165

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: \_\_\_\_\_

SEE ATTACHED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed: By minutes & By-Laws

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: FERMIN ROJAS (P/S/D) Name and Title: \_\_\_\_\_

Address 9100 SW 30 TERR Address: \_\_\_\_\_

MIAMI, FL 33165 \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

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Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: FERMIN ROJAS

Address: 9100 SW 30 TER

MIAMI, FL 33165

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: FERMIN ROJAS

Address: 9100 SW 30 TER

MIAMI, FL 33165

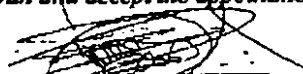
**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

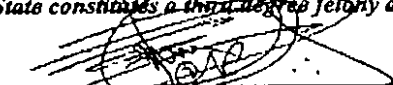
**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*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 the appointment as registered agent and agree to act in this capacity*

  
\_\_\_\_\_  
Required Signature of Registered Agent

8/24/2017  
Date

*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.*

  
\_\_\_\_\_  
Required Signature of Incorporator

8/24/2017  
Date

The name of the Non Profit Corporation shall be:

**SOLIDARY FOUNDATION, INC.**

**WHEREAS**

The purpose of this nonprofit Corporation is to directly and/or indirectly provide and contribute social, educational, and artistic assistance to needy artists, students, and special need adults and children, trying to watch over the general welfare, sustain and promote social projects to help the humanity.

The general nature of the business to be transacted by the corporation is to provide art education services and using art expressions as a mental healing tool to municipalities, schools, senior centers, and all related activities, duties, acts and procedures connected with providing for the needy. This would be accomplished through television, radio, newspaper, and any other forms of mass communication, and through the establishment and management of all forms of art workshops, and classes, such as painting, sculpture, ceramic, etc. The corporation would be involved in, and associated either directly or indirectly with the artist community, but not limited to miscellaneous services, and other activities to be transacted with either foreign or domestic persons, firms companies, corporations, partnerships, governments or governmental agencies, and any other business or businesses, to the full extent permitted by the laws of Florida as a nonprofit corporation.

The duties of the art guild will establish and include, but not limited to:

A. To engage in, promulgate, foster, promote and teach art. According to its purposes for reasons, for being and existence together with all the concepts, reasoning and precepts. The soul and spiritual aspect, the economical and

social improvement. Enhancement and well-being, the psychological aspect the physical aspect, the intellectual aspect and all other facets and of the life of man and mankind and/or the human being of all ages and in all areas for the purpose of improving and enhancing the human life for the human being's own enhancement, elevation and progress.

B. To foster and promote the improvement and highest attainment in the areas of artistic well-being social relationships, intellectual achievements, physical improvement and spiritual development and growth for the purpose of enabling mankind of all ages and stations, regardless of the status of each individual, to form a more realistic attitude and the continuous improvement in the relationship of beings among themselves, in the foregoing respects. It will not be the purpose of this corporation to promulgate secularist, social and political concepts.

C. To support and encourage communication and extension of artistic life and witness by comprehensive teaching not only by conventional modes, but also by communication, extension teaching, including but not limited to, media of communication developed by modern technology, but not for private profit, to sponsor, participate in conduct or engage in radio broadcasting, television broadcasting, the printing or reproduction and publication of recordings, books and other materials, the establishment and operations of a school or schools, and the holding and conducting of seminars, study groups, workshops, and meetings by either resident or traveling professional artists, teachers. To receive offering for such purposes, to grant aid and pay reasonable compensation for service actually rendered to persons, firms and corporations for such purpose to establish a bookstore or bookstores, and art galleries.

- D. To help the needy in the art community in providing art and tool supplies, food, clothes, counseling, and support groups.
- E. Establish a program to visit hospitals, special need centers, and the elderly providing the spiritual and psychosocial support needed to help.

With such purposes, considering what has been said before as a proposition and not as a limit, it will exercise any activity, action, operation that, directly or indirectly, are connected to realization of our social aim.

To reach its social object, as expressed before, the Corporation engages to respect, and it engages to make any activity that will be necessary and to use any ways considered useful, with no exception, for the practical realization of Conventions established for the protection of Human Rights.

This corporation is organized exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the federal, 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 country in which the principal office of the organization is then located, exclusively for such purposes.

To also carry on and engage in any business or activity which may be authorized and permitted under and by virtue of the law of the United States of America or the State of Florida.

#### WHEREAS

This is a NON-PROFIT Corporation, therefore will not issue any shares at all within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, State, or local government for a public purpose.

#### WHEREAS

The powers of the nonprofit Corporation shall include all those conferred by the By Laws of the Corporation and the laws of the State of Florida and United States of America.

In order to provide any and all of the services set out above, the corporation shall have the power:

- a) To apply for and obtain any and all such licenses and permits of whatever location needed as shall be deemed necessary for the lawful functions of the corporation.
- b) To buy, sell or otherwise acquire, handle, hold and dispose of real and personal property or any interest therein; to enter into transactions of any kind or character whatsoever with respect to such real personal and to dispose of it as may be required.
- c) To manage, supervise, operate, control, lease, let and sublet officers, office buildings, and all other kinds and character of property of every nature whatsoever.
- d) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of art articles and things which may be required for

the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

- e) To guarantee, acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the state of Florida, or any other state or government or foreign and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes: to aid by loan, subsidy guaranty, or in any other manner whatsoever so far as same be permitted in the case of corporations organized under General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement, or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.
- f) To acquire, hold own, dispose, and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and aid any way in the formation of any corporation, domestic or foreign
- g) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United State or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefore, relating to or useful in connection with any business of the corporation or other corporation in which the corporation may have an interest as a stockholder or otherwise.
- h) To borrow money and contract debts when necessary for the transaction or business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified event or events, secured or unsecured, the rights to convert the principal thereof into any preferred or common stock of the corporation how or hereafter authorize, upon such terms and conditions as shall be fixed by the Board of Directors may deem judicious, subject, however, to the provisions of enabling powers.
- i) To acquire by purchase, subscriptions or otherwise, and to hold for investment, and to own, hold sell vote and handle shares of stock in other corporations.

- i) To have one or more offices, conduct its business and promote its objects within and without the State of Florida in other state, the District of Columbia, the territories, possessions and dependencies of the United State, and in foreign countries, without restrictions as to place or amount.

In GENERAL, to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principal agents, contractors, trustees, or otherwise, within or without the State of Florida either alone or in company with others, and to carry on any other business in connection therewith whether specifically stated herein or otherwise and to do all things not forbidden, and with all the powers conferred upon nonprofit corporations by the laws of the State of Florida.

It is the intention that each of objects, purpose, and powers specified in each of the paragraphs of this third Article of these Article of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or any other articles or paragraphs of these Articles of Incorporation and shall be regarded as independent objects, purpose and powers, and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The enumeration of objects or purpose herein shall not be deemed to exclude or in any way limit by inference any powers, objects, or purpose which this corporation is empowered to exercise, whether expressly by force of the laws of State of Florida. Now or hereafter, in effect or impliedly by any reasonable construction of said law, notwithstanding, any other provision of these articles, this organization will not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 ( c ) ( 3 ) of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue law.

#### WHEREAS

The nonprofit Corporation shall have perpetual existence in accordance with the laws of the state of Florida.