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WHY NOT TEENS FOUNDATION, INC.

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ARTICLES OF INCORPORATION
of
WHY NOT TEENS FOUNDATION, INC.
(A Florida Corporation Not-for-Profit)

These Articles constitute the Articles of Incorporation of WHY NOT TEENS FOUNDATION, INC., a corporation not-for-profit organized under the laws of the State of Florida.

Article I
Name and Address

The name of the Corporation is WHY NOT TEENS FOUNDATION, INC. with a principal place of business at: 990 Biscayne Boulevard, Suite #801, Miami, Florida 33132 and mailing address at 990 Biscayne Boulevard, Suite #801, Miami, Florida 33132.

Article II
Purpose

The purposes for which the Corporation is formed are:

1. The general nature of the business to be transacted by the Corporation will be the formation, operation and management of humanitarian, cultural and other educational programs with the purpose of promoting and upholding WHY NOT TEENS's image and endeavor, and to expand through such programs volunteer cooperation and assistance to people in needs, and by offering youth and teenagers the opportunity to develop and demonstrate their talents, by giving them the opportunity to engage in meaningful activities for the local communities as well as internationally, promote emotional and physical wellness, and positively affecting the public perceptions of teens.
2. Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including to inspire and motivate other teens to undertake an active role in our society by engaging them in meaningful activities for the wider community and by positively influencing the public perception of teens. This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

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 that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in and limited by these Articles.

3. This Corporation is organized exclusively for charitable, educational, and scientific 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these Articles, 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 Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner as the Board of Directors shall determine, or to such organization or organizations organized and operated 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 provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate Court 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 III Commencement of Existence

The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

Article IV Membership

Membership in the Corporation shall be as regulated by the Bylaws.

Article V Registered Office and Principal Office Address

The principal office address, mailing address and address of the registered office of the Corporation is 100 SE 2nd Street, Suite 3800, Miami, Florida 33131, and the name of the registered agent at that address is Stefania Bologna, Esq.

Article VI
Directors and Officers

The Corporation shall be operated and managed by three directors, initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three. The names and addresses of the initial directors and officers until the first election are:

Name	Title	Address
Lucia Bruzzi	Director	990 Biscayne Boulevard, Suite #801 Miami, Florida 33132
Stefania Bologna	Director	100 SE 2 nd Street, Suite 3800 Miami, Florida 33131
Chandler R. Finley	Director	100 SE 2 nd Street, Suite 3800 Miami, Florida 33131

Article VII
Incorporator

The name and address of the Incorporator hereof is:

Stefania Bologna, Esq.
100 SE 2nd Street, Suite 3800
Miami, Florida 33131

Article VIII
Duration

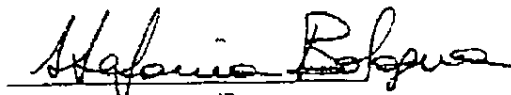
This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

Article X
Indemnification

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other

enterprise to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, I have subscribed my name this 25th day of April, 2018.



Stefania Bologna, Esq.
Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of s607.0501, Florida Statutes, the undersigned corporation, organized pursuant under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Corporation is: WHY NOT TEENS FOUNDATION, INC.

The name and address of the registered agent and office is:

Stefania Bologna, Esq.
100 SE 2nd Street, Suite 3800
Miami, Florida 33131

The undersigned, Stefania Bologna, Esq., Registered Agent, hereby accepts the designation of as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

Date: April 25, 2018



Stefania Bologna, Esq., Registered Agent