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FLORIDA PROFIT/NON PROFIT CORPORATION

Coding Angel, Inc.

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ARTICLES OF INCORPORATION
OF
CODING ANGEL, INC.

The undersigned, for the purpose of forming a corporation not-for-profit under the of the State of Florida, and pursuant to Chapter 617, Florida Statutes, hereby adopts following articles of incorporation:

ARTICLE I – NAME OF CORPORATION

The name of the Corporation shall be CODING ANGEL, INC., and shall hereinafter be referred to as the Corporation.

ARTICLE II – OFFICE OF THE CORPORATION

The principal office of the Corporation shall be at 5423 SW 127 Court, Miami, Florida 33175 and the mailing address of the Corporation shall be at 5423 SW 127 Court, Miami, Florida 33175.

ARTICLE III – PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is 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, or the corresponding section of any future federal tax code and herein stated as follows.

ARTICLE IV – POWERS OF THE CORPORATION

1. The Corporation shall have all the common law and statutory powers of a not-for-profit Corporation which are not in conflict with the terms of these Articles.

2. The Corporation shall have all the powers reasonably necessary to implement the purposes of the Corporation, as the Bylaws may be amended from time to time, including, but not limited to, the following:

(a) To buy, own, operate, lease, sell, trade and mortgage both real and personal property as may be necessary or convenient in the administration of the Corporation.

(b) To purchase insurance for the protection of the Corporation, its officers, directors and members.

(c) To enforce by legal means the provisions of these Articles and the Bylaws of the Corporation.

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(d) To contract with other organizations in creating individualized technologies that better serves the world at an affordable price, including, but not limited to, software development.

(e) To award educational scholarships and grants to victims of concussions and other sports related injuries.

(f) To employ personnel to perform the services required for the proper operation of the Corporation.

3. All funds and the titles of all properties acquired by the Corporation and their proceeds shall be held for use in accordance with the provisions of these Articles and the Bylaws.

4. The Corporation shall make no distribution of income to its members, directors or officers, and upon dissolution all assets of the Corporation shall be transferred to a profit corporation or a public agency.

ARTICLE V – MEMBERS

The Corporation shall have no Members.

ARTICLE VI – DIRECTORS

1. The affairs of the Corporation shall be managed by a Board of Directors consisting of five (5) persons.

2. The Incorporator shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the Bylaws and the incorporate may appoint him or herself as a Director.

3. Directors shall be elected in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

ARTICLE VII – OFFICERS

The affairs of the Corporation shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Corporation at its first meeting and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The officers shall be President, Vice-President, Secretary and Treasurer.

ARTICLE VIII – INDEMNIFICATION

1. Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney fees reasonably incurred or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which

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he/she may become involved by reason of his being or having been an officer or director, except in such cases where the director or officer is adjudged guilty of any type of willful wrongdoing in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

2. Insurance: The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE IX - BY-LAWS

The Bylaws of the Corporation shall be those Bylaws as adopted by the initial Board of Directors and may only be altered, amended or rescinded in the manner provided by said Bylaws.

ARTICLE X - AMENDMENTS

These Articles may be amended by an affirmative vote of seventy-five percent (75%) of the Directors. No amendment shall be made that is in conflict with the Bylaws.

ARTICLE XI - TERM

The term of the Corporation shall be perpetual. Termination of the corporation shall require the action as enumerated in the Bylaws.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator is Wadih Antonio Pazos, Jr., whose address is 5423 SW 127 Court, Miami, Florida 33175.

ARTICLE XIII - REGISTERED AGENT

The registered agent and address of the Corporation shall be Law Offices of Deeb & Deeb, P.A., a Florida professional association, whose address is 500 S. Dixie Highway, Suite 304, Coral Gables, Florida 33146.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 19 day of January, 2020.



Wadih Antonio Pazos, Jr.

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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation under Florida Statute 617.0501, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED: January 19, 2020.

LAW OFFICES OF DEEB & DEEB, P.A.

By: Kevin L. Deeb
Kevin L. Deeb, President
Registered Agent

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This instrument was prepared by:
Kevin L. Deeb, Esquire
Law Office of Deeb & Deeb, P.A.
500 S. Dixie Highway, Suite 304
Coral Gables, Florida 33146

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