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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**THE ANTONIO TSIALAS LEADERSHIP FOUNDATION, INC.**

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## ARTICLES OF INCORPORATION

### THE ANTONIO TSIALAS LEADERSHIP FOUNDATION, INC.

The undersigned Incorporator, for the purpose of forming a Florida not-for-profit corporation, pursuant to and in accordance with Chapter 617 of the Florida Statutes (the "*Act*"), hereby adopts the following Articles of Incorporation:

#### Article I – NAME

The name of the Florida not-for-profit corporation is The Antonio Tsialas Leadership Foundation, Inc. (the "*Company*").

#### Article II – ADDRESS

The principal place of business and the mailing address of the Company is:

6815 Biscayne Blvd  
Suite 103-480  
Miami, Florida 33138

#### Article III – PURPOSES AND POWERS

3.1 Purposes. The Company is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "*Code*") that include, but are not limited to, funding, administering, implementing, operating, and assisting leadership, mentorship, and scholarship programs, conferences, and workshops that will empower students to make good decisions, that will help them balance adventure and new experiences with safe and compassionate choices, and that will raise awareness of hazing and bullying practices.

3.2 Powers. The Company shall have all powers provided for in the Act.

#### Article IV – MANNER OF ELECTION

The manner in which directors are elected or appointed is as provided in the Bylaws of the Company.

#### Article V – DIRECTORS

The initial directors of the Company (collectively, the "*Board of Directors*"), and their respective addresses, are:

Name: Flavia Tomasello

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Address: 6815 Biscayne Blvd  
Suite 103-480  
Miami, Florida 33138

Name: John Tsialas

Address: 6815 Biscayne Blvd  
Suite 103-480  
Miami, Florida 33138

Name: Florencia Maggi

Address: 6815 Biscayne Blvd  
Suite 103-480  
Miami, Florida 33138

Name: Marilyn Strauss-Diaz

Address: 6815 Biscayne Blvd  
Suite 103-480  
Miami, Florida 33138

Name: Cristina Penna

Address: 6815 Biscayne Blvd  
Suite 103-480  
Miami, Florida 33138

#### **Article VI – REGISTERED AGENT**

The name and Florida street address of the initial registered agent is:

Flavia Tomasello  
6815 Biscayne Blvd  
Suite 103-480  
Miami, Florida 33138

The written acceptance of the Company's initial registered agent is attached herein as Exhibit A.

#### **Article VII – LIMITATIONS**

7.1. Use of Property, Funds, and Income. No part of the property, funds, or income of the Company shall be distributed to nor shall any part of the net income, if any, of the Company inure to the benefit of its members, directors, officers, or any other private individual, except that the Company 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 III.

7.2. Political Activity. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code, whether pursuant to an election under Section 501(h) of the Code or otherwise, and the Company 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.

7.3. Other Activities. Notwithstanding any other provision of these Articles of Incorporation, the Company shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future U.S. internal revenue law), or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future U.S. internal revenue law).

#### **Article VIII – TERM; DISSOLUTION**

8.1 Term. The Company shall have perpetual existence.

8.2 Dissolution. In the event of dissolution, all of the remaining assets and property of the Company shall, after payment of indebtedness and expenses necessary to the dissolution and winding-up the affairs of the Company, be distributed to such organization or organizations organized and operated exclusively for one or more exempt purposes (other than a religious purpose) within the meaning of Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, or to the federal government or state or local governments for a public purpose, as the Company's Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Company is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### **Article IX – BYLAWS**

The Company's Board of Directors shall make and adopt Bylaws for the Company. The Company's Board of Directors shall have the power to alter, amend, or repeal the Bylaws or adopt new Bylaws.

#### **Article X – DIRECTOR AND OFFICER COMPENSATION**

The Company's directors and officers shall not receive compensation, directly or indirectly, for their services as directors and officers. This prohibition shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or

advances made for the Company that are reasonable in character and amount and approved for payment in the manner provided in the Bylaws.

#### Article XI – AMENDMENT

11.1 Notice of Amendments. Notice of the subject matter of any proposed amendments to these Articles of Incorporation shall be included in the notice of the meeting at which any proposed amendments are considered.

11.2 Procedure. These Articles of Incorporation may be amended by the Company's Board of Directors in the manner provided in the Company's Bylaws and the effective date of any such amendment adopted and approved by the Board of Directors shall be effective upon filing with the Department of State, unless the Board of Directors selects a different effective date in accordance with the Act.

#### Article XII – MISCELLANEOUS

The Company may receive, by contribution, gift, bequest, devise, or in any other manner, money, assistance, and any other form of real, personal, or mixed property, from any person, firm, or corporation to be used in furtherance of the purposes of the Company, provided, however, that gifts shall be subject to acceptance by the Company in the manner provided by the Board of Directors.

#### Article XIII – INCORPORATOR

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a not-for-profit corporation under the laws of the State of Florida, and does make and file a written acceptance declaring and certifying that the facts set forth 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 Section 817.155 of the Act. Accordingly, I have set my hand and seal at Miami, Florida, this 16<sup>th</sup> day of November, 2020.

By: 

Flavia Tomasello, Incorporator

6815 Biscayne Blvd  
Suite 103-480  
Miami, Florida 33138

Exhibit AWritten Acceptance by Registered Agent

Having been named as the initial Registered Agent to accept service of process for The Antonio Tsalas Leadership Foundation, Inc., a Florida not-for-profit corporation (the "*Company*"), at the place designated in Article VI of the Company's Articles of Incorporation, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

November 16, 2020

By: 

Flavia Tomasello, Registered Agent

6815 Biscayne Blvd  
Suite 103-480  
Miami, Florida 33138

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