

N22 000012569

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

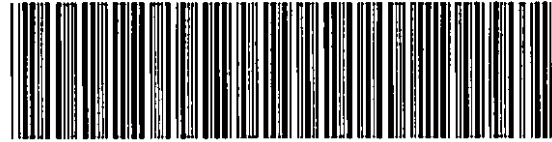
(Business Entity Name)

(Document Number)

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2022 OCT -8 AM 10:24

FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 7, 2022

YAISAH MICAELA MEHU
1418 NW 103 STREET
MIAMI, FL 33147

SUBJECT: PROGENDER INC
Ref. Number: W22000127070

We have received your document for PROGENDER INC and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

It appears from the purpose provided in your filing, the incorrect filing type was selected. If you intended to file a Florida Profit Corporation or you wish to proceed with the NonProfit submission, please contact the number below for detailed assistance.

NOTE: NON-PROFIT DO NOT HAVE SHARES ONLY PROFIT

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

ARCEDRA JOHNSON
Regulatory Specialist II

Letter Number: 422A00022428

COVER LETTER

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

SUBJECT: PROGender Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of Status
ADDITIONAL COPY REQUIRED

FROM: Yaisah Micaela Mehu
Name (Printed or typed)

1418 NW 103 Street
Address

Miami Florida 33147
City, State & Zip

(786) 266-6627
Daytime Telephone number

Yaisahmehu73@gmail.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: Progeniter Inc

ARTICLE II PRINCIPAL OFFICE

Principal street address

Mailing address, if different is:

1412 NW 103 St
Miami FL 33147

8390 West Flagler Street
Suite 200

Miami FL 33144

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: Exclusively for Charitable, religious, educational, and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501-c3 of the internal revenue code, or the corresponding section of any future federal tax code.

ARTICLE IV SHARES

The number of shares of stock is: None (0)

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: (President) Yaisah M. Mehu

Name and Title: (VP) Morgan May Fair

Address: 1412 NW 103 St
Miami FL 33147

Address: 7930 SW 17 St
Miami FL 33155

Name and Title: (Secretary) Ashley May Fair

Name and Title: (Treasurer) Margareth Mehu

Address: 7930 SW 17 St
Miami FL 33155

Address: 1412 NW 103 St
Miami FL 33147

Name and Title:

Name and Title:

Address:

Address:

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: Yaisah Micaela Mehu
Address: 1412 NW 103 St
Miami FL 33147

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Yaisah Micaela Mehu
Address: 1412 NW 103 St
Miami FL 33147

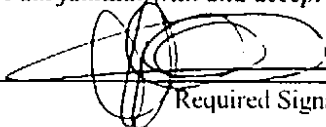
ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: 10/01/2022. (OPTIONAL)

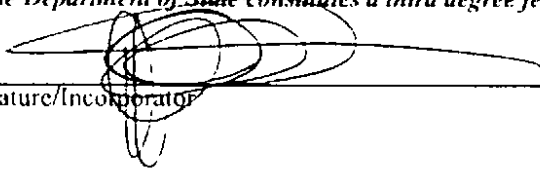
(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

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/Registered Agent 04/01/2022
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the 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/Incorporator 04/02/2022
Date

ADDITIONAL ARTICLES OF INCORPORATION FOR
PROGENDER, INC.

ARTICLE IX: ADDITIONAL PROVISIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third hereof. No substantial 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. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE X: DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 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.

To The division of Corporations

PROGENDER INC

Ref.# W22000127070

To whom it may concern, please find the corrected share information for PROGENDER INC enclosed in the application

Sincerely

Yaisah Micaela Mehu

Section 2. Number, Election Requirements and Qualifications of the Board of Directors

- a. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than seven (5) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer.
- b. The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue to do so until their successors shall be duly elected and qualified. All members of the Board of Directors and Advisory Council must be approved by a majority vote of the members present and voting. No vote of any member of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is in place as provided in Section 6 of this Article.
- c. Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full and shall hold office for up to a three-year term as submitted by the nominations committee.
- d. Newly elected members of the Board of Directors who have not served before shall serve initial one-year terms. At the conclusion of the initial one-year term members of the Board of Directors may serve additional three year terms.
- e. Each member of the Board of Directors shall attend at least nine (9) monthly meetings of the Board per year.
- f. Eligibility for election to the Board of Directors must comply with ProGender, Inc.'s Non-Discrimination Policy, which is as follows:
 1. ProGender, Inc. does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender identity or expression, national origin (ancestry), disability, marital status, sexual orientation, pregnancy, work history, injury, political ideology, genetic information, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of vendors and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.
- g. As per State law, natural persons aged 18 years and above may serve as legal representatives of the Board of Directors. Notwithstanding, those under the age of 18 may participate as voting members.
- h. To the extent that qualified persons are available, the Board of Directors shall be representative of the LGBTQ+ community and at least 75% of the Board of Directors being Trans-identified individuals, including all Trans-identified individuals on ProGender, Inc.'s Board of Directors.
- i. Each person who presents themselves as a candidate for the Board of Directors must display and interest and dedication to the Corporation's purposes, be able to devote the time necessary to assist in carrying out the purposes of the Corporation and have the ability to work with other members of the Board of Directors.