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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

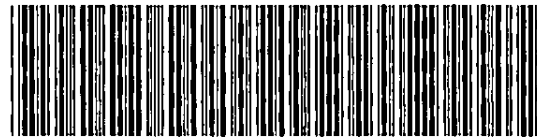
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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

#561.25 W17-66228

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17 SEP 28 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

S. WARREN

SEP 29 2017



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 11, 2017

CARRIE SLATON  
PROSKAUER ROSE LLP  
ELEVEN TIMES SQUARE, 17TH FLOOR  
NEW YORK, NY 10036

SUBJECT: OUT MY CLOSET, INC.  
Ref. Number: W17000066228

We have received your document for OUT MY CLOSET, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 605.0904(7), Florida Statutes, this entity is liable for a civil penalty of at least \$500 but not more than \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification. In addition to this civil penalty, the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state are also due. The amount due this office to cover both annual report(s) and penalty fees is \$561.25.

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) 245-6051.

Stacey M Warren  
Regulatory Specialist II

Letter Number: 517A00016501



Proskauer Rose LLP Eleven Times Square New York, NY 10036-8299

September 25, 2017

Via FedEx

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

David S. Miller  
Member of the Firm  
t 212.969.3006  
f 212.969.2900  
dmiller@proskauer.com  
www.proskauer.com

Re: Out My Closet, Inc. – Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida

Ladies and Gentlemen:

Out My Closet, Inc. initially submitted its Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida (“Application for Authority”) on August 9, 2017. On that form, Out of My Closet, Inc. indicated that it began conducting activities in Florida as of March 1, 2016. On August 11, 2017, Out of My Closet, Inc. received a letter rejecting its Application for Authority and indicating that it is liable for a civil penalty of \$561.25 because it conducted its affairs in Florida prior to obtaining a Certificate of Authority from the Department of State.

Section 617-1501 of the Florida Statutes provides that a corporation may not conduct its “affairs” in Florida until it obtains a Certificate of Authority from the Department of State. Section 617-1501 does not define the word “affairs”, but subsection (2) of that section provides a list of activities that do not constitute conducting affairs within the meaning of the section. Specifically, section 617.1501(2)(i) provides that “conducting an isolated transaction that is completed within 30 days and that is not one in the course of repeated transactions of like nature” does not constitute conducting affairs in Florida. Section 617.1501(3) provides that “the list of activities in subsection (2) is not exhaustive.”

Prior to applying for authority to conduct its affairs in Florida, Out My Closet conducted: (i) one free educational workshop for underprivileged and homeless youths at the Cleveland Clinic Florida in Weston, Florida on March 5, 2016, and (ii) provided free clothing and safe sex resources to underprivileged and homeless youths at Miami Bridge, a high risk youth shelter in Miami, Florida, on January 5, April 12, and August 7 in 2017.

The free educational workshop for underprivileged and homeless youths was an isolated transaction that was completed within 30 days and was not one in the course of repeated transactions of like nature. Therefore it was not an affair under section 617.1501(2)(i).

Proskauer»

September 22, 2017

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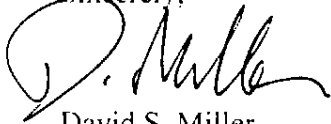
Giving away clothes for free is not the "conduct of affairs" that requires registration in the State of Florida. The list of activities that are exempted are all traditional corporate actions, such as maintaining, defending, or settling proceedings, maintaining bank accounts, and creating or acquiring indebtedness. Giving away clothes for free does not rise to the level of an affair. In addition, it would come as a surprise to the many out-of-state charities providing food and clothing to the victims of Hurricane Irma that Florida will require them to register, and penalize them if they fail to.

Because Out of My Closet, Inc. did not conduct any affairs within the meaning of section 617.1501(2)(i) before it filed its Application for Authority, we respectfully request that you reconsider Out My Closet's Application for Authority and reverse your decision to impose a section 617.1502(4) penalty.

Enclosed please find Out My Closet's revised Application for Authority, which indicates that Out My Closet did not conduct affairs in Florida prior to registration.

If you require any additional information, please contact me at 212.969.3006.

Sincerely,

A handwritten signature in black ink, appearing to read "D. Miller", written over the word "Sincerely,".

David S. Miller

Enclosures

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Out My Closet, Inc.

\_\_\_\_\_  
Name of Corporation – must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", or "Certificate of Status" and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Carrie Slaton

\_\_\_\_\_  
Name of Person

Proskauer Rose LLP

\_\_\_\_\_  
Firm/Company

Eleven Times Square, 17th Floor

\_\_\_\_\_  
Address

New York, NY 10036

\_\_\_\_\_  
City/State and Zip Code

michael.narain01@gmail.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Narain

\_\_\_\_\_  
Name of Person

at (

917

)  
Area Code

514-1465

\_\_\_\_\_  
Daytime Telephone Number

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &  
Certificate of Status

☒ \$78.75 Filing Fee &  
Certified Copy

☐ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO  
CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN  
THE STATE OF FLORIDA:*

1. Out My Closet, Inc.  
(Name of corporation; must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. New York 3. 47-3121843  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 02/10/2015 5. \_\_\_\_\_  
(Date of Incorporation) (Date of duration, if other than perpetual)
6. March 1, 2016  
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 81-28 248th Street, Bellerose, NY 11426  
(Principal office address)

\_\_\_\_\_  
(Current mailing address, if different)

8. Please see attached.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: Richard Santiago

Office Address: 448 Northeast 96th Street

Miami Shores

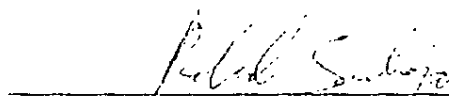
(City)

Florida 33138

(Zip Code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 obligations of my position as registered agent.*



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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17 SEP 28 PM 1:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors

A. DIRECTORS

Please see attached.

Chairman: \_\_\_\_\_

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

Vice Chairman: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

B. OFFICERS

President: Michael Narain

Address: 81-28 248th Street, Bellerose, NY 11426

Vice President: N/A

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

Secretary: Demi Beckford

Address: 1291 Eastern Parkway, Apt 3C, Brooklyn, NY 11233

Treasurer: Christopher Ash Mora

Address: 20 Crooke Ave. #2B, Brooklyn, NY, 11226

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michael A. Narain  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

4. Michael Narain, President  
(Typed or printed name and capacity of person signing application)

FILED  
17 SEP 28 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Out My Closet, Inc.

**Attachment to FL Application By Foreign Not For Profit Corporation for Authorization to Conduct Its Affairs in Florida**

**Question 8. Purpose of the Corporation authorized in home state to be carried out in the state of Florida**

The Corporation relieves and educates poor and distressed youths who identify as lesbian, gay, bisexual, transgender, queer or questioning ("LGBTQ") and other individuals by (i) making grants of clothing to indigent and/or distressed individuals, (ii) providing information about social services and free HIV testing to indigent and/or distressed individuals, (iii) providing counseling to indigent and/or distressed individuals, (iv) conducting vocational and educational workshops for indigent and/or distressed individuals, and (v) maintaining a website to educate the public relevant issues for LGBTQ individuals, including HIV/AIDs, sexual identity conflicts, anti-bullying and anti-violence campaigns.

**Question 12A. Names and Addresses of Directors**

<u>Name</u>	<u>Title(s)</u>	<u>Mailing Address</u>
Michael Narain	Director: President	81-28 248 <sup>th</sup> Street Bellerose, New York 11426
Christopher Ash Mora	Director: Treasurer	20 Crooke Ave. #2B. Brooklyn, NY, 11226
Demi Beckford	Director: Secretary	1291 Eastern Parkway, Apt 3C Brooklyn, NY 11233
Richard Santiago	Director	448 NE 96th St., Miami Shores, FL 33138
Jonathan Martinez	Director	105 Lowell Ave., New Hyde Park, NY, 11040
Cristian Serna Tamayo	Director	510 18th Street Apt 1 Union City, NJ 07088

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17 SEP 28 PM 1:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**State of New York**  
**Department of State** } ss:

I hereby certify, that the Certificate of Incorporation of OUT MY CLOSET, INC. was filed on 02/10/2015, as a Not-for-Profit Corporation and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



\*\*\*

*WITNESS my hand and the official seal  
of the Department of State at the City of  
Albany, this 24th day of July two  
thousand and seventeen.*

A handwritten signature in black ink, appearing to read "B. Fitzgerald", written over a horizontal line.

*Brendan W. Fitzgerald  
Executive Deputy Secretary of State*