

# N 01000005380

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**FLORIDA NON-PROFIT CORPORATION****COMMUNION FOUNDATION, INC.**

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ARTICLES OF INCORPORATION

OF

COMMUNION FOUNDATION, INC., A NON-PROFIT CORPORATION

The undersigned hereby associate themselves to form a corporation not-for-profit for the purpose of conducting their business and promoting the purposes hereinafter stated, under the provisions of Part I of Chapter 617 of the Florida Statutes, and for these purposes to adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

COMMUNION FOUNDATION, INC., A NON-PROFIT CORPORATION

The principal place of business of this corporation shall be:

407 LINCOLN ROAD, SUITE 4E, MIAMI BEACH, FLORIDA 33139

ARTICLE II PURPOSE

This not-for-profit corporation is organized for the following purposes:

1. Composed of community members dedicated to empowering the gay and lesbian community by providing fund raising events.

This Instrument Prepared By:  
LAW OFFICE OF RICHARD GONZALEZ, P.A.  
407 Lincoln Road, Suite 4-E  
Miami Beach, Florida 33139

FL Bar No. 0716642

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2. The Corporation is organized and shall be operated exclusively for purposes for which a corporation not-for-profit may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (hereinafter the "Code") and the Regulations thereunder, and not for pecuniary profit or financial gain.

3. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

4. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organization set forth in Section 501 (c) (3) of the Code and its Regulations as the same now exists, or as they may be hereafter amended from time to time.

### **ARTICLE III POWERS, AND LIMITATIONS OF POWERS**

Section 1. Powers. The Corporation shall have the power:

(1) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures and to secure the payment of performance of its obligations.

(2) To act as trustee of property whenever the Corporation has either a beneficial, contingent, or remainder interest in that property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation or religious society or association.

(3) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(1) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(2) To conduct any and all fund raising efforts and campaigns deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs.

(f) To perform every act necessary or proper for the accomplishment of the objects and purposes of the corporation or for the protection and benefit of the Corporation.

Section 2. Limitations of Powers. Notwithstanding any of the powers of this Corporation through its Articles of Incorporation, By-Laws, or the laws of the State of Florida, the following limitations of powers shall apply:

(1) This Corporation is organized and shall be operated exclusively for the purpose contained in Article II of the Articles of Incorporation.

(2) No part of the income or principal of the corporation shall inure to the benefit of or be distributed to any member, director, or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501 (c) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(3) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for the purposes within those hereinabove set forth and within the intent of Section 501 (c) (3) of the Code and its regulations as the same now exists or as they may be thereafter amended from time to time.

#### **ARTICLE IV QUALIFICATION OF MEMBERS**

The initial members of this Corporation shall include the first Board of Directors. Thereafter, persons who shall be interested in furthering the purposes of the Corporation through participation in the activities of the Corporation shall be eligible for membership in accordance with the terms and provisions of the By-Laws.

**ARTICLE V TERM OF EXISTENCE**

This Corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE VI INCORPORATORS**

The name and street address of the Incorporators of the Corporation are:

<b>CRAIG SMITH</b>	<b>285 NE 88<sup>TH</sup> STREET EL PORTAL, FL 33138</b>
<b>RICHARD GONZALEZ</b>	<b>407 LINCOLN ROAD, SUITE 4E MIAMI BEACH, FL 33139</b>
<b>JOE GUERRERO</b>	<b>635 NE 71<sup>ST</sup> STREET MIAMI, FL 33137</b>
<b>KEN PHILLIPS</b>	<b>36 NE FIRST STREET #1046 MIAMI, FL 33132</b>

**ARTICLE VI DIRECTORS**

Section 1. The initial Board of Directors shall consist of five (5) directors. The number of directors may be changed from time to time in accordance with the By-Laws, but shall never be less than three (3).

Section 2. The members of the Board of directors shall be elected in the manner and hold office for such terms as the By-Laws shall provide.

Section 3. The names of the persons who will serve as initial Board of Directors until the first election under these Articles of Incorporation are:

<b>CRAIG SMITH</b>	<b>RICHARD GONZALEZ</b>
<b>JOE GUERRERO</b>	<b>KEN PHILLIPS</b>
<b>DON HAYDEN</b>	

Section 4. The Board of Directors shall hold meetings at such time and place as the By-Laws may prescribe.

Section 5. All decisions of the Board of Directors shall be made by simple majority vote of the members of the Board present at the meeting, unless otherwise provided in these Article of Incorporation or the By-Laws.

#### **ARTICLE VIII OFFICERS**

Section 1. The affairs of the Corporation are to be managed by President, Vice President, Secretary, Treasurer, and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person.

Section 2. The officers shall be elected annually by the Board of Directors at such times and in such manner as provided in the By-Laws.

Section 3. The names of the officers who are to serve shall be appointed on the first election under these Articles.

#### **ARTICLE IX BY LAWS**

The By-Laws may be adopted, amended, altered, or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting of the Directors or at any special meeting of the Directors called for that purpose. Any such adoption, amendment, alteration, or rescission must be ratified by at least fifty (50) percent of the regular members.

## **ARTICLE X AMENDMENT**

Amendments to these Articles of Incorporation may be proposed by any member and must be adopted by a majority vote of the regular members present at any regular meeting of the membership or at any special meeting called for that purpose.

## **ARTICLE XI INITIAL REGISTERED AGENT**

The street address of the initial registered office of this corporation is 407 Lincoln Road, Suite 4E, Miami Beach, Florida 33139 and the name of the initial registered agent of this corporation at the address is RICHARD GONZALEZ, P.A.

## **ARTICLE XII MEETING OF MEMBERS**

Section 1. The annual meeting of members for the election of the Board of Directors shall be held at such time and in such time and in such manner as the By-Laws shall provide.

Section 2. The Corporation may provide in its By-Laws for regular meetings and special meetings of members, in addition to the annual meeting of members, and for due notice of all meetings of members.

Section 3. Twenty-five percent of members shall constitute a quorum for the holding of any meeting of members.

## **ARTICLE XIII DISSOLUTION AND LIQUIDATION**

The Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for purpose or purposes not inconsistent with the purposes for which the Corporation is organized.



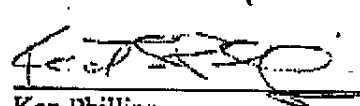
The undersigned incorporators have executed these Articles of Incorporation this 1<sup>st</sup> day of December, 2000.

Signatures of Incorporators:

  
Craig Smith

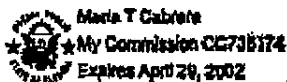
  
Richard Gonzalez

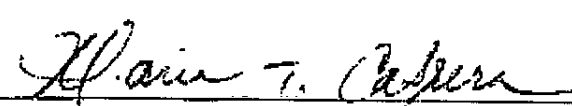
  
Joe Guerrero

  
Ken Phillips

STATE OF FLORIDA     )  
                                  ) SS  
COUNT OF MIAMI-DADE )

THE FOREGOING INSTRUMENT, was acknowledged before me 1 day of December, 2000, by Craig Smith, Richard Gonzalez, Joe Guerrero and Ken Phillips, who are personally known to me or who have produced PERSONAL KNOWLEDGE as identification and who did (did not) take an oath.



  
NOTARY PUBLIC, STATE OF FLORIDA

MARIA T. CABRERA  
NAME OF OFFICER (PRINT OR TYPE)

My commission expires:

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.050, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

4. The name of the corporation is:

**COMMUNION FOUNDATION, INC., A NON-PROFIT CORPORATION**

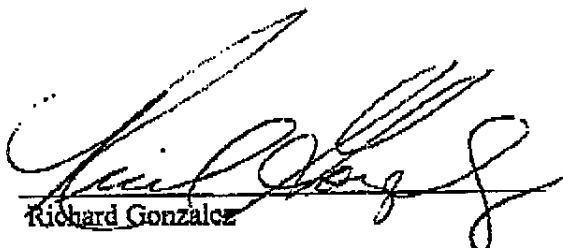
5. The name and address of the registered agent and office is:

**RICHARD GONZALEZ, P.A.  
407 LINCOLN ROAD, SUITE 4-E  
MIAMI BEACH, FL 33139**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED

7/30/01

  
Richard Gonzalez

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JUL 30 AM 8:00

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