

N03000001594

Pierre F. Boisrond,

4834 Caribbean Blvd.,

West Palm Beach, Florida 33407

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



300009711653

03 FEB 24 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

01/08/03--01017--007 \*\*70.00

N03-854



FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

February 17, 2003

PIERRE F BOISROND  
4834 CARIBBEAN BLVD  
WEST PALM BEACH, FL 33407

SUBJECT: SOUTH FLORIDA SHILOH  
Ref. Number: W03000000854

03 FEB 24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for SOUTH FLORIDA SHILOH and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation. ✓

You must list the corporation's principal office and/or a mailing address in the document. ✓

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator. ✓

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.") ✓

The registered agent must sign accepting the designation. ✓

Please return the original and one copy of 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) 245-6931.

Becky McKnight  
Document Specialist  
New Filing Section

Letter Number: 803A00001389

FILED

03 FEB 24 PM 1:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**SOUTH FLORIDA SHILOH, INC.**

**(A NOT FOR PROFIT CORPORATION)**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned does hereby make, subscribe and acknowledge that they have voluntarily associated themselves together for the purpose of forming a not for profit corporation, and do hereby certify the following as the Articles of Incorporation of such corporation:

**ARTICLE I**

**NAME**

The name of the corporation shall be "SOUTH FLORIDA SHILOH, INC.", hereinafter sometimes referred to as the "Association," or the "Corporation."

**ARTICLE II**

**REGISTERED OFFICE AND REGISTERED AGENT**

The initial undersigned incorporators hereby designate that the registered office of SOUTH FLORIDA SHILOH, INC., will be located at: 4834 Caribbean Blvd., West Palm Beach, Florida 33407; and hereby designate Pierre F. Boisrond, 4834 Caribbean Blvd., West Palm Beach, Florida 33407, as the registered agent of SOUTH FLORIDA SHILOH, INC., to accept service of process within this State, and to serve in such capacity until his successor is selected and duly designated.

### **ARTICLE III**

#### **PURPOSE**

The SOUTH FLORIDA SHILOH, INC., is organized and operated exclusively for any lawful purpose to retain nonprofit status as set forth in the most current Internal Revenue Code, and to act and operate exclusively as a not for profit corporation pursuant to the laws of the State of Florida, its municipalities, county governments, and the United States. The Corporation shall be able to purchase and or sell properties not for profit and if any profit is made to assist and or help the community which it serves to achieve other charitable actions such as assisting members who are not economically stable to achieve goals that may render their lives a little better. The corporation shall establish a not for profit clinic which shall assist members of the community to receive medical care necessary for their well-being.

### **ARTICLE IV**

#### **CORPORATE POWERS**

In addition to all other corporate powers provided by law and in furtherance of the objectives described above, but not in limitation thereof, the SOUTH FLORIDA SHILOH, INC., shall have the power to:

- a. Have succession by its corporate name for the period set forth in its Articles of Incorporation;
- b. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

- c. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words “not for profit corporation”;
- d. Elect and appoint such officers and agents as its affairs shall require and allow them reasonable compensation;
- e. Adopt, change, amend and repeal bylaws, not inconsistent with law or its articles of incorporation; and the exercise of its corporate powers;
- f. Increase, by vote its members cast as the bylaws may direct, the number of directors, managers or trustees so that the number shall not be less than three (3) or more than seven (7) in number;
- g. Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;
- h. Conduct its affairs, carry out on its operations, and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country;
- i. Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated;
- j. Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein;

- k. Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;
- l. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or any government, state, territory, governmental district, municipality, or of any instrumentality thereof;
- m. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payments of funds so loaned or invested;
- n. Make donations for the public and animal welfare or for religious, charitable, scientific, educational or other similar purposes;
- o. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; and
- p. Merge and consolidate with other not for profit corporations, domestic or foreign, provided that the surviving corporation is a not for profit corporation.

## **ARTICLE V**

### **MEMBERSHIP**

**Section 1. Eligibility.-** Any person shall be eligible for membership in the SOUTH FLORIDA SHILOH, INC., upon application to and approval by the Board of Directors, subject to any admission requirements contained in the Bylaws of the Corporation.

**Section 2. Application for Membership.-** Any applicant meeting the qualifications set forth above and desiring to become a member of the SOUTH FLORIDA SHILOH, INC., shall make application of a form supplied by the Corporation and accompanied by such membership fees and dues as the Board of Directors may from time to time determine.

**Section 3. Termination of Membership.-** Membership may be terminated by expulsion for a just cause or resignation within thirty (30) days written notice to the Board of Directors.

## **ARTICLE VI**

### **DURATION**

The SOUTH FLORIDA SHILOH, INC., shall have a perpetual existence.

## **ARTICLE VII**

### **MANAGEMENT**

**Section 1.** The affairs of SOUTH FLORIDA SHILOH, INC., shall be managed by the Board of Directors. The Board of Directors shall consist of not less than three (5) and not more than seven (11) persons. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

**Section 2.** The officers of SOUTH FLORIDA SHILOH, INC., shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. These officers shall be elected and shall hold office in the manner provided in by the Bylaws of the Corporation.

## **ARTICLE VIII**

### **INITIAL OFFICERS AND DIRECTORS**

The names and Street addresses of the officers and directors who are to manage all of the affairs of the SOUTH FLORIDA SHILOH, INC., until the first annual meeting are:

1. Pierre Massillon, President, 17436 82 Rd., Loxahatchee, Florida 33470.
2. Irosnet Gervelus, Treasurer, 1233 W 31<sup>st</sup> Street, Riviera Beach, Florida 33404
3. Pierre F. Boisrond, Vice-President, 4834 Caribbean Blvd., West Palm Beach, Florida 33407.
4. Rosemonde Dubreuil, Secretary, 100 Madrid Drive, Apt C-209, Palm Spring, Florida 33461
5. Jethro Lormilsaint, 1066 Cameo Circle, West Palm Beach, Florida 33407
6. Bermane Dubreuil, 100 Madrid Drive, Apt C-209, Palm Spring, Florida 33461
7. Guardy Boisrond, 220 Parkwood Drive, Royal Palm Beach, Florida 33419
8. Auber Joseph, 1357 W. Westchester Drive, West Palm Beach, Florida 33417.
9. Roselie Massillon, 17436 82 Rd., Loxahatchee, Florida 33470.
10. Philip Jean Louis, 1505 Crescent Circle #21, Lake Park, Florida 33403.
11. Sylvain Sylveus 1659 OakBerry Circle, Wellington, Florida 33414.



## **ARTICLE IX**

### **BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION.**

The Bylaws of SOUTH FLORIDA SHILOH, INC., shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting at which such Bylaw alteration is to be voted upon, whether it be membership meeting or a Board of Directors' meeting. The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two-third (2/3) vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the Articles of Incorporation change, has been furnished in writing to each voting member of the Corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments of article of incorporation of not for profit corporations.

## **ARTICLE X**

### **GENERAL**

All income and assets of SOUTH FLORIDA SHILOH, INC., above necessary expenses, shall be administered solely and exclusively for the corporate purpose selected by the Board of Directors. This Corporation shall have no capital stock and shall pay no dividends

to its incorporators, directors, officers, or members. In addition, no part of the income of the corporation shall be distributed to its members, directors, officers, or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, officers, for services rendered; may confer benefits upon its members in conformity with its purposes. 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 any candidate for public office. Notwithstanding any other provisions of these articles, SOUTH FLORIDA SHILOH, INC., shall not carry on any other activities not permitted to be carried on

- a. By a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or
- b. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

## **ARTICLE XI**

### **LIABILITY AND INDEMNIFICATION**

**Liability.** No Officers shall be personally liable for the debts, liabilities, or other obligations (absence of fraud) of the Corporation. Furthermore, each organization recognized by SOUTH FLORIDA SHILOH, INC., shall be responsible for its own debts, liabilities, and obligations.

**Indemnification.** The Officers shall be indemnified by the Corporation to the fullest extent permissible under the law of the State of Florida. To the extent that a person who is, or was, an officer, employee or other agent of SOUTH FLORIDA SHILOH, INC., or has been successful in defense of any claim, issue, or matter therein, such person shall be indemnified for reasonable attorney fees and justifiable expenses actually and reasonably incurred, as approved by the Board of Directors, stemming directly from liabilities involving SOUTH FLORIDA SHILOH, INC. However, when such a person has been deemed by a hearing officer or court to have been guilty of willful malfeasance, misfeasance, or nonfeasance in the performance of his or her duties or obligations to the Corporation, such person will not be indemnified. In order to properly indemnify volunteers, SOUTH FLORIDA SHILOH, INC., may purchase adequate insurance to cover the indemnification authorized by this Article.

## **ARTICLE XII**

### **PROHIBITED ACTIVITIES**

The SOUTH FLORIDA SHILOH, INC., shall not:

1. Engage in any act of “self-dealing,” as defined in Section 26 U.S.C.A. 4941(d), which would give rise to any liability for the tax imposed by Section 26 U.S.C.A. 4941(a);
2. Retain any “excess business holdings,” as defined in Section 26 U.S.C.A. 4943(c), which would give rise to any liability for the tax imposed by Section 26 U.S.C.A. 4943(a);

3. Make any investment which would jeopardize the carrying out to its exempt purposes, within the meaning of Section 26 U.S.C.A. 4944, which would give rise to any liability for the tax imposed by Section 26 U.S.C.A. 4944(a);
4. Make any “taxable expenditures,” as defined in Section 26 U.S.C.A. 4945(d), which would give rise to any liability for the tax imposed by Section 26 U.S.C.A. 4945(a);
5. Fail during the period it is a “private foundation,” as defined in Section 26 U.S.C.A. 509, to distribute for the purposes specified in its articles of incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 26 U.S.C.A. 4942(a).

### **ARTICLE XIII**

#### **DEDICATION OF ASSETS**

The SOUTH FLORIDA SHILOH, INC., dedicates all assets which it may acquire to the charitable purpose set forth in Article III hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607-617, Florida Statutes, SOUTH FLORIDA SHILOH, INC., shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding section of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose.

#### **ARTICLE XIV**

##### **REGISTERED AGENT**

The name and address of the initial Registered Agent is Pierre F. Boisrond, Vice-President, 4834 Caribbean Blvd., West Palm Beach, Florida 33407. The registered agent is familiar with and accept the duties and responsibilities as the Registered Agent.

#### **ARTICLE XV**

##### **REGISTERED AGENT**

The mailing address of the corporation shall be 4834 Caribbean Blvd., West Palm Beach, Florida 33407.

#### **ARTICLE XVI**

##### **REGISTERED INCORPORATOR**

The name and address of the initial Registered Incorporator is Pierre Massillon, President, 17436 82 Rd., Loxahatchee, Florida 33470.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporations on this \_\_\_\_\_ day of February 2003.



Pierre Massillon  
Incorporator



Pierre F. Boisrond  
Registered Agent

03 FEB 24 PM 1:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED