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TRANSMITTAL LETTER

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

SUBJECT: Banding the House, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is 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

ADDITIONAL COPY REQUIRED

FROM: Emmanuel V. Antonio

Name (Printed or typed)

5740 N.W. 200th Street

Address

Miami, Florida 33015

City, State & Zip

(866) 282-3000

Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 10, 2004

EMMANUEL V. ANTONIO
5740 NW 200TH ST
MIAMI, FL 33015

SUBJECT: BANDING THE HOUSE, INC.
Ref. Number: W04000009607

We have received your document for BANDING THE HOUSE, INC. and your check(s) totaling \$175.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 245-6884.

Shawn Logan
Document Specialist
New Filings Section

Letter Number: 804A00015981

ARTICLE I- NAME

The name of the corporation shall be **Banding the House, Inc.**

ARTICLE II-PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The place in this state where the principal office of the Corporation is to be located is the City of Miami Lakes, Miami-Dade County, Florida. The principal place of business and mailing address of this Corporation shall be:

Banding the House, Inc.
5740 N.W. 200th Street
Miami Lakes, Florida 33015

ARTICLE III- PURPOSES

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes, including such purposes, the making distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The specific purposes for which the Corporation is organized are described as follows: Banding the House, Inc. is specifically organized as a non-profit, independent, faith-based organization with the purpose of motivating and encouraging families and individuals to bridge social, economic and cultural gaps in our South Florida communities.

The purpose of the Corporation shall be educational, social, and charitable within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, as may be amended.

Moreover, the Corporation shall provide services in a manner that is beneficial to the public interest. Namely, for the development of individual, moral, spiritual, and ethical capabilities, support of education, improvement of social welfare, alleviation of poverty and its residual effects, and advancement of knowledge and academic scholarship.

Specifically, the Corporation's thrust is perform charitable activities and services, with the primary intent to provide spiritual, moral, ethical, educational, cultural and social beliefs to minors that contribute to the development of good character, exemplary morals, which will be catalytic in fostering a sound lifestyle of wholeness, balance and excellence in our youth.

ARTICLE IV- REGISTERED AGENT

The registered agent of the Corporation shall be the Vice President of Banding the House, Inc.

ARTICLE V- INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of Banding the House, Inc. is
5740 N.W. 200th Street
Miami Lakes, Florida 33015

The *initial* registered agent of the Corporation at the address is the Co-Founder and Vice President: Victoria Antonio

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ARTICLE VI- INCORPORATORS

The names and addresses of persons, who are the incorporators of Banding the House, Inc. are:

<u>Name</u>	<u>Address</u>
Emmanuel Antonio, Incorporator	5740 N.W. 200 th Street, Miami, Fl 33015
Victoria Antonio, Incorporator	5740 N.W. 200 th Street, Miami, Fl 33015

ARTICLE VII- BOARD OF DIRECTORS

The names and addresses of the *initial* officers and members of the Board of Directors of Banding the House, Inc. are:

<u>Name</u>	<u>Address</u>
Emmanuel Antonio, President	5740 N.W. 200 th Street, Miami, Fl
Victoria Antonio, Vice-President	5740 N.W. 200 th Street, Miami, Fl
Billy S. Thompson, Member	10678 Palm Spring Dr. Boca Raton, Fl
Courtney M. Beacham, Member	3200 N. Fed. Hwy. #105 Boca Raton, Fl

ARTICLE VIII- PRESIDENT

The Founding President of the Corporation shall be the following named person whose address shall be the same as the initial principal office of the Corporation as set forth in Article II hereof: Emmanuel V. Antonio.

ARTICLE IX- MANNER AND ELECTION OF OFFICERS AND DIRECTORS

The manner in which the Officer and Directors are elected or appointed will be appointment.

ARTICLE X- CAPITAL STOCK

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE XI- MEMBERSHIP

The persons so named in Article VII, will constitute the official Board of Directors as well as the *initial* members of Banding the House, Inc. Ex-officio, non-voting Directors and Advisors will be elected at a later date.

ARTICLE XII- MEMBERSHIP QUALIFICATIONS

Banding the House Inc., as a faith based organization, shall be open for activities to persons who follow the guidelines and By-laws established by the organization's official Board of Directors/Trustees.

Members shall be approved by the Board of Directors and expected to subscribe to the policies of the Corporation: The members of the is Corporation shall be the persons who, from time to time are the members of the Board of Directors of this Corporation.

Members and participants must exhibit a showing of interest in a better quality of life, by developing and enhancing their socio-economic, psycho-social and promoting positive change in character and family unit.

ARTICLE XIII- VOTING RIGHTS

Any person who has been accepted as a member of Banding the House, Inc. has the right and privilege to participate in the activities thereof. Each member shall have one vote.

ARTICLE XIV-MEMBERSHIP RIGHTS AND OBLIGATIONS

Membership in the Corporation is personal and is not transferable or assignable.

Members shall be free to relinquish their membership at their discretion. A voting member may choose to resign his membership as a member of the Corporation as is further discussed in the By-Laws of the Corporation.

Participation in a lifestyle contrary to the By-Laws and ideals of the Banding the House, Inc. and its activities is reason for dismissal or termination of membership, until such time as the governing board shall determine appropriate.

The governing board shall be free to terminate or revoke a member's membership and rights to activities at any time at its discretion. The determination by the Board of Directors, that such termination of membership would be in the best interests of the Corporation may be without cause, except as otherwise stated in the Corporation By-Laws.

ARTICLE XV-CONSTITUTION AND BY-LAWS

In order to ensure the discipline of order, Banding the House, Inc., shall establish a Constitution and By-Laws.

ARTICLE XVI- POLITY AND ACCOUNTABILITY

Banding the House, Inc., while maintaining its inherited rights to sovereignty in the conduct of its own affairs, this organization may voluntarily enter into joint venture with other corporations.

ARTICLE XV-CONFLICT OF INTEREST POLICY

Any director, officer, or employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine by vote of seventy-five percent of the votes, whether the disclosure shows that a conflict of interest exists and can reasonably be construed to exist. If a conflict is deemed to exist, such persons must not vote on, nor use his personal influence on, nor participate (other than to present

factual information or to respond to questions) in, the discussion or deliberation with respect to such contract or transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the absenteeism from voting and participation, and whether a quorum was present.

ARTICLE XVI-LIMITATIONS AND PROHIBITIONS

The corporate powers of this Corporation are provided in Section 617.0302, Florida Statutes, unless limited are as follows:

No part of the net earnings of the Corporation shall inure 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 the furtherance of the purposes set forth in Article III hereof.

ARTICLE XVII-SETTLEMENT OF DISPUTES

The Corporation agrees that it will settle internal disputes in accordance with the criterion, corporate policy, guidelines, and directives as set forth in and regulated by the authority of the By-Laws of the Banding the House, Inc.

ARTICLE XVIII-DEDICATION AND DISTRIBUTION OF ASSETS

Assets of the Corporation are permanently dedicated to the furtherance of the specified exempt purposes set forth in Article III hereof, within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

ARTICLE XIX-DEDICATION AND DISTRIBUTION OF ASSETS

The Corporation is not organized for pecuniary profit. The Corporation shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the personal benefit of any director or individual. The balance, if any, of all monies received by the Corporation from its operations, after payment in full of all debts and obligations of the Corporation, of whatever kind or nature, shall be issued and distributed exclusively for non profit purposes, within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

ARTICLE XX-LIABILITIES FOR DEBTS

Neither the members, officers, nor the Board of Directors of Banding the House, Inc. shall be personally liable for the debts of the Corporation.

ARTICLE XXI-DISSOLUTION

Upon 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 public purpose.

More specifically, in the event of corporate dissolution, the residual assets of the Corporation, Banding the House, Inc. will be dedicated to a public charity pursuant to the classifications of section 509 (a) (1) and 170 (b)(1)(A)(i) of the Internal Revenue Code, or the corresponding section of any future tax Code.

ARTICLE XXII-TERMS OF EXISTENCE

The Corporation shall have a perpetual existence. The Corporate existence will commence upon the approval of aforementioned Articles of Incorporation by the Secretary of State, State of Florida.

ARTICLE XXII-AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the members, and approved to a members meeting by a majority of the members, unless all Directors and all members sign a written statement manifesting their intention that a certain Amendment of the Articles of Incorporation be made.

ARTICLE XXII-EFFECTIVE DATE

The Articles of Incorporation of Banding the House, Inc. shall be effective immediately upon approval of the Secretary of State, State of Florida.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Vicki Anton
Signature/Registered Agent

3/18/04
Date

James V. [Signature]
Signature/Incorporator

3/18/04
Date

FILED
04 MAR 30 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA