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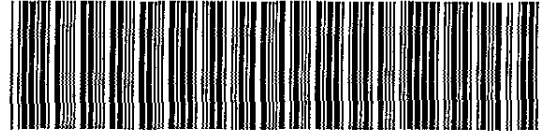
(Business Entity Name)

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2004 SEP 21 P 12:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

9-29-04

## TRANSMITTAL LETTER

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

DELAI, INC.

SUBJECT: \_\_\_\_\_  
(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: SHEILA MULLINS  
Name (Printed or typed)

830 FLEMING STREET  
Address

KEY WEST, FLA. 33040  
City, State & Zip

786-683-0733  
Daytime Telephone number

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

**DELAÏ, INC.**  
**ARTICLES OF INCORPORATION**

The undersigned, acting pursuant to Chapter 617, Florida Statutes (1981) as Incorporators of a Non-Profit Corporation, hereby subscribe to and adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I**  
**NAME AND CORPORATE EXISTENCE**

The name of this Corporation is Delaï, Inc. The Corporation shall exist in perpetuity unless dissolved.

**ARTICLE II**  
**MISSION**

The Mission of this Non-Profit Corporation is to facilitate greater effectiveness, equitability and sustainability of the activities and resources of non-governmental organizations and government institutions through technical assistance and training to improve the health, education and welfare of the people in the Caribbean and the Americas.

In accordance with Section 501(c)(3) of the Internal Revenue Code, this corporation is organized exclusively for charitable and educational purposes. No proceeds of this corporation will enrich any individual, except that reasonable compensation may be paid for services to the corporation.

**ARTICLE III**  
**BOARD OF DIRECTORS**

The Board of Directors of this Corporation shall consist of no less than three persons, which shall include all officers of this Corporation. The initial number of Directors of this Corporation shall be three, but the number, manner of selection, qualifications, duties and terms of the Directors shall be as prescribed and provided for in the By-Laws of the Corporation.

**ARTICLE IV**  
**APPOINTMENT/ ELECTION OF INITIAL DIRECTORS AND OFFICERS**

The initial directors and officers of this Corporation shall serve until their successors are duly appointed or elected and qualified at an annual meeting of the Corporation. The manner in which all future directors and officers shall be appointed or elected is set forth in the Corporation's By-Laws. The number, terms, succession, manner of selection, qualification, and duties of the directors and of the officers of this Corporation shall be as prescribed and provided in the By-Laws of this Corporation.

**FILED**  
2004 SEP 21 P 12:30  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLE V**  
**INITIAL DIRECTORS AND OFFICERS**

The names and addresses of the initial directors and officers are:

Sheila Mullins, Director and President  
830 Fleming St. (Upstairs)  
Key West, FL 33040

Elehie Skoczylas, Director and Secretary  
925 25th Street NW #717  
Washington, DC 20037

N. Jasmine Yacinthe, Director and Treasurer  
1860 SW 133<sup>rd</sup> Avenue  
Miramar, FL 33027

**ARTICLE VI**  
**AMENDMENT OF THESE ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended only at the annual meeting of the active membership of this Corporation.

All proposed amendments to these Articles of Incorporation shall be approved by a two-third (2/3) affirmative vote of the entire Board of Directors of this Corporation prior to such amendment being proposed to the voting member of this Corporation for ratification and adoption.

A two-thirds (2/3) majority vote of all voting members present and voting at the annual meeting at which an amendment to these Articles is proposed shall be necessary for ratification and adoption of said amendment. For the purpose of voting on a proposed amendment, a voting member may be present in person or by proxy as shall be provided in the By-Laws of the Corporation.

Amendment to these Articles of Incorporation may be proposed by any active member of this Corporation as may be provided for in the By-Laws of this Corporation and consistent with the provisions of this Article.

**ARTICLE VII  
POWERS OF THE CORPORATION**

This Corporation shall have and exercise all powers granted by Chapter 617, FLORIDA STATUTES (1981), and have and exercise all powers necessary or convenient to effect and/or all of the purposes and objectives for which the Corporation is organized and which are not prohibited by the By-Laws of this Corporation nor the Laws of the State of Florida.

**ARTICLE VIII  
BY-LAWS**

The initial By-Laws of this Corporation shall be made and adopted by a majority vote of the initial Board of Directors, thereafter, the By-Laws of this Corporation may be altered, amended, or rescinded as provided for in said By-Laws.

**ARTICLE IX  
INITIAL REGISTERED AGENT + Principal Office**

The initial Registered Agent of this Corporation is Sheila Mullins whose address is 830 Fleming Street (Upstairs), Key West, FL 33040. The initial registered office of this Corporation is 831 NE 123<sup>rd</sup> Street, North Miami, FL 33161.

**ARTICLE X  
ASSETS OF THE CORPORATION**

No part of the assets of this Corporation shall inure to any members, director, officer, or any private individual except that reasonable compensation may be paid for services rendered to or for this Corporation.

The assets of the Corporation shall inure to the benefit of this Corporation in order to accomplish the purposes and objectives set forth in these Articles of Incorporation.

In the event that the Corporation is dissolved or liquidated, any assets remaining will be distributed to another corporation serving a similar purpose and qualifying as an exempt, charitable organization in accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XI  
INDEBTEDNESS OF THE CORPORATION**

The Executive Board of this Corporation may make contracts and incur liabilities, borrow money at such rates of interest as the Board may determine, issue its notes, bonds and other obligations, and secure any of its obligation by mortgage and pledge of all or

any of its property, franchise or income to the extent and in such maximum amounts as shall be authorized by Resolution of the Board of Directors of this Corporation or as may be provided in the By-Laws.

## ARTICLE XII INCORPORATORS

The names and residences of the Incorporators who have hereunder subscribed their names to these Articles of Incorporation are:

Sheila Mullins  
830 Fleming St. (Upstairs)  
Key West, FL 33040

Elehie Skoczylas  
925 25th Street NW #717  
Washington, DC 20037

N. Jasmine Yacinthe  
1860 SW 133<sup>rd</sup> Avenue  
Miramar, FL 33027

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*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate and in accordance with Florida Statutes §§ 671.0202(1)(f) and 617.0501(3), I am familiar with and accept the appointment as, and corresponding obligations of, registered agent and agree to act in this capacity.*

Sheila Mullins

Sheila Mullins/Registered Agent

30 JULY '04

Date

Sheila Mullins

Sheila Mullins/Incorporator

30 JULY '04

Date

Elehie Skoczylas

Elehie Skoczylas/Incorporator

Aug 5, 2004

Date

N. Jasmine Yacinthe

N. Jasmine Yacinthe/Incorporator

Aug 5, 2004

Date

Natasha Jamis Yacinti

September 1, 2004