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(City/State/Zip/Phone #)

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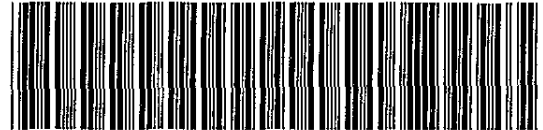
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: MP R Development & Management 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: Milma Mestenberg
Name (Printed or typed)

284 Hollywood Blvd
Address

Hollywood, FL 33020
City, State & Zip

786-859-9080
Daytime Telephone number

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
M & R DEVELOPMENT & MANAGEMENT, INC.
A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I
NAME AND ADDRESS OF CORPORATION**

NAME OF CORPORATION: The name of the corporation is M & R DEVELOPMENT & MANAGEMENT, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION**

PRINCIPAL OFFICE: The principal office of the corporation is located at 6237 NW 74TH TERRACE PARKLAND, FL 33067.

MAILING ADDRESS: The mailing address of the corporation is 6237 NW 74TH TERRACE PARKLAND, FL 33067.

**ARTICLE III
DURATION/MEMBERSHIP OF THE CORPORATION AND NAME AND ADDRESS OF
REGISTERED AGENTS, BOARD OF DIRECTORS AND INCORPORATORS**

DURATION/MEMBERSHIP: The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

REGISTERED AGENT: The name of the registered agent of the corporation is MILANA MESHENBERG. The address of this registered agent is 6237 NW 74TH TERRACE PARKLAND, FL 33067.

BOARD OF DIRECTORS: The board of directors shall consist of three or more individuals, with the number specified in or fixed in accordance with the bylaws. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws, but the corporation must never have fewer than three directors. Directors shall be elected or appointed in the manner and for the terms provided in the bylaws. The method of selection of the Board of Directors shall be stated in the bylaws. The name and address of the Directors shall be:

1. MILANA MESHENBER, 6237 NW 74TH TERRACE, PARKLAND, FL 33067
2. SOFYA MESHENBERG, 2160 NE 205TH STREET, NORTH MIAMI BEACH, FL 33179
3. ELIZAVETA RUZHINSKAYA, 2160 NE 205TH STREET, NORTH MIAMI BEACH, FL 33179

INCORPORATORS: The name and address of the incorporator is: MILANA MESHENBERG, 6237 NW 74TH TERRACE, and PARKLAND, FL 33067.

ARTICLE IV
CORPORATE PURPOSES

This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes, and not for profit. Such purposes shall include, but shall not be limited to, promoting women's issues by providing relief to women who are poor, distressed and underprivileged and by engaging in or supporting activities that create jobs, making available affordable housing and offering needed services.

ARTICLE V
501(c)(3) LIMITATIONS

1. **LIMITATIONS:** Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, as now enacted or hereafter amended.

2. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

3. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

4. **PAYMENT OF DIVIDENDS AND DISTRIBUTION OF INCOME TO MEMBERS PROHIBITED:**

(a) A dividend may not be paid, and any part of the income or profit of the corporation may not be distributed, to its members, directors, or officers. The corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with its purposes, and, upon dissolution or final liquidation, may make distributions to its members as permitted by Florida Statutes Section 617.0505. The corporation is expressly permitted to make distributions upon partial liquidation to its members, as permitted by Section 617.0505 of the Florida Statutes. Any such payment, benefit, or distribution does not constitute a dividend or a distribution of income or profit for purposes of this section.

(b) Subject to subsection (a) above, the corporation may issue certificates in any form evidencing membership in the corporation.

5. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply pursuant to Sections 617.0835 of the Florida Statutes titled prohibited activities by private foundations:

(a) As used in this section, section references, unless otherwise indicated, refer to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws.

(b) A corporation, during the period it is a "private foundation" as defined in s. 509(a), may not:

(i) Engage in any act of "self-dealing," as defined in s. 4941(d), which would give rise to any liability for the tax imposed by s. 4941(a);

(ii) Retain any "excess business holdings," as defined in s. 4943(c), which would give rise to any liability for the tax imposed by s. 4943(a);

(iii) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of s. 4944, so as to give rise to any liability for the tax imposed by s. 4944(a); and

(iv) Make any "taxable expenditures," as defined in s. 4945(d), which would give rise to any liability for the tax imposed by s. 4945(a).

(c) Each corporation, during the period it is a "private foundation" as defined in s. 509, shall distribute, for the purposes specified in its articles of incorporation or organization, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by s. 4942(a).

(d) The provisions of subsections (2) and (3) do not apply to any corporation to the extent that a court of competent jurisdiction determines that such application would be contrary to the terms of the articles of incorporation or organization or other instrument governing such corporation or governing the administration of charitable funds held by it and that the same may not properly be changed to conform to such subsections.

(e) This section shall not impair the rights and powers of the courts or of the Department of Legal Affairs with respect to any corporation.

ARTICLE VI INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

**ARTICLE VIII
EXECUTION**

These Articles of Incorporation are hereby executed by the incorporator on this 28 day of January, 2005.



Milana Meshenberg

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Milana Meshenberg who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28 day of January, 2005.



NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:



**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for M & R DEVELOPMENT & MANAGEMENT, INC., a Florida not for profit corporation.



Milana Meshenberg

1/28/05

Date

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05 FEB 22 PM 2:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA