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05 MAY 24 AM 10:40
DIVISION OF CORPORATION

FILED
05 MAY 24 PM 2:58
TALLAHASSEE, FLORIDA

5/25/05



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 389010 4300A

AUTHORIZATION : *Patricia Pigante*

COST LIMIT : \$ 78.75

ORDER DATE : May 24, 2005

ORDER TIME : 10:11 AM

ORDER NO. : 389010-005

CUSTOMER NO: 4300A

CUSTOMER: Mr. Blas I. Cueto
Weiner Cummings & Vittoria

4th Floor
1428 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: FIT MIAMI FOUNDATION, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

**FIT MIAMI FOUNDATION, INC.
(A Corporation Not for Profit)**

FILED
05 MAY 24 PM 2:58
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation, being a natural person of the age of 21 years or more and a citizen of the United States, pursuant to Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

FIT MIAMI FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

8879 S.W. 131st St.
Miami, FL 33176

ARTICLE III - PURPOSE

1. The corporation is organized on a non-stock basis exclusively for charitable, scientific, literary, religious, and educational purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and hereafter amended (the "Code"), and the corporation shall have such powers as are necessary or proper to accomplish such purposes.

2. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or (c) by a not for profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and contributions in furtherance of the purposes set forth in this article.

4. 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.

ARTICLE IV - MEMBERS

The provision for qualification of members, classes of members, and the manner of their admission shall be provided in the bylaws.

ARTICLE V - BOARD OF DIRECTORS

1. The corporation shall be managed by the Board of Directors. This corporation shall have (3) directors who will be designated as a board of directors. The number of directors may be varied from time to time, by the bylaws.

2. The directors do not have to be members of the corporation

3. The directors shall be elected and hold office in accordance with the bylaws.

4. The name and address of the persons who are to serve as the initial directors of the corporation are as follows:

<u>Name</u>	<u>Address</u>
Robert Pozo	8879 S.W. 131 st St. Miami, FL 33176
Maria Pozo	8879 S.W. 131 st St. Miami, FL 33176
Francisco Ruiz	8879 S.W. 131 st St. Miami, FL 33176

ARTICLE VI - REGISTERED AGENT

The name and street address of the initial registered agent shall be:

<u>Name</u>	<u>Address</u>
Maria Pozo	8879 S.W. 131 st St. Miami, FL 33176

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be:

Maria Pozo

8879 S.W. 131st St.
Miami, FL 33176

ARTICLE VIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt organizations described in Code Sections 501(c)(3) and 170(c)(2) or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of May, 2005



MARIA POZO, Incorporator

STATE OF FLORIDA)

) : SS

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 17 day of May, 2005, by **MARIA POZO**, who is personally known to me, or has produced FL. DL as identification.



(SEAL)
Notary Public, State of Florida

MAURICIO ANDA
Notary Public, State of Florida
My comm. exp. Mar. 13, 2007
Comm. No. DD 193127

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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.

1. The name of the corporation is: **FIT MIAMI FOUNDATION, INC.**

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

Maria Pozo

P.O. BOX NOT ACCEPTABLE

8879 S.W. 131st St., Miami, FL 33176

(CITY/STATE/ZIP)

SIGNATURE

(corporate officer) (Incorporator)

TITLE Incorporator

DATE

May 16, 2005

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

May 16, 2005

REGISTERED AGENT FILING FEE: \$35.00