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Diane S. Williams
Phone: (410) 332-8706
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www.saul.com
Our File: 948148.16

July 13, 2005

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: ***The BR-111 Foundation, Inc.***

Dear Sir/Madam:

Enclosed please find our Transmittal Letter and an original and one copy of the Articles of Incorporation of The BR-111 Foundation, Inc. Also enclosed is our check in the sum of \$87.50, representing your fees for filing, certified copy and certificate of status.

Please file the original Articles of Incorporation and return a receipt, the certified copy and certificate of status to my attention using the enclosed overnight envelope.

Should you need further information to process this request, please call me. Thank you for your assistance in this regard.

Sincerely,

Diane S. Williams,
Paralegal

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Enclosures

cc: Robert A. Spar, Esquire

TRANSMITTAL LETTER

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

SUBJECT: The BR-111 Foundation, 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: Diane S. Williams, Paralegal
Name (Printed or typed)

Saul Ewing LLP, 100 S. Charles Street
Address

Baltimore, Maryland 21201
City, State & Zip

(410) 332-8706
Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF

THE BR-111 FOUNDATION, INC.

In Compliance with Chapter 617, F.S. (Not for Profit)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. The name of the Corporation shall be:

The BR-111 Foundation, Inc.

ARTICLE II. The principal place of business and mailing address of the corporation shall be 12800 N.W. 107th Court, Medley, Florida 33178.

ARTICLE III. The Corporation is formed for the following purposes:

(a) To operate exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the "Code").

(b) To engage in any lawful activities which are in furtherance of the purposes of the Corporation, but subject to the restrictions set forth herein.

ARTICLE IV. The Corporation is not authorized to issue capital stock.

ARTICLE V. The directors of the Corporation shall be elected or appointed in the manner provided in the Bylaws of the Corporation.

ARTICLE VI. The name and Florida street address of the initial registered agent are Ricardo Moraes, 12800 N.W. 107th Court, Medley, Florida 33178.

ARTICLE VII. The Corporation shall have a board of three (3) directors unless the number is changed pursuant to the bylaws of the Corporation. The number of directors may be increased or decreased in accordance with the bylaws of the Corporation but shall never be less than the minimum number required by the Florida Not For Profit Corporation Act. The name and address of the initial directors are:

Ricardo Moraes	12800 N.W. 107 th Court Medley, Florida 33178

Daniel Pagano	12800 N.W. 107 th Court Medley, Florida 33178
David Burke	12800 N.W. 107 th Court Medley, Florida 33178

ARTICLE VIII. Notwithstanding any other provision of these Articles:

(a) The Corporation shall not permit any part of its net earnings to inure to the benefit of its members, directors, trustees, officers or other private individuals or entities, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

(b) Except as provided and permitted under Sections 501(h) and 4911 of the Code, 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.

(c) The Corporation shall have no power directly or indirectly to engage in any activity which would invalidate its status as a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or as a corporation the contributions to which are deductible under Section 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

(d) The Corporation shall distribute its income for each tax year at a time and in a manner that will not cause it to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(e) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(f) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(g) The Corporation shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code.

(h) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IX. Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all remaining assets of the Corporation pursuant to a plan of distribution adopted by the directors which provides for the distribution of those assets to any organization or organizations exempt from federal income taxation under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets not so

disposed of shall be disposed of by the Circuit Court for the county in which the principal office of the Corporation is then located, exclusively for those purposes, or to an organization or organizations, as determined by the Court, which are organized and operated exclusively for those purposes.

ARTICLE X. To the maximum extent that Florida law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its members for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

ARTICLE XI. The name and address of the incorporator to these Articles of Incorporation is Ricardo Moraes, 12800 N.W. 107th Court, Medley, Florida 33178.


Ricardo Moraes

07/05/05
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Ricardo Moraes

07/05/05
Date

05 JUL 14 AM 9:12
DIVISION OF CORPORATIONS
SECRETARY OF STATE