

N05000009484

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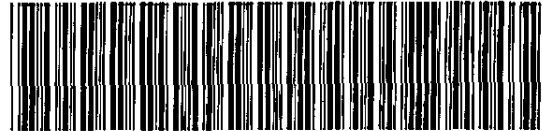
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

28.9-15

COVER LETTER

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

center
SUBJECT: The TEAM UP 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: Harolyn Salandy
Name (Printed or typed)

20710 SW 248 Street
Address

Homestead, FL 33031
City, State & Zip

305-926-7736
Daytime Telephone number

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

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

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be:

THE TEAM UP CENTER, INC.

ARTICLE II - PRINCIPLE OFFICE

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

20710 SW 248 St
Homestead, FL 33031

ARTICLE III - PURPOSE

The purposes of this corporation shall be exclusively charitable and educational and undertake the following activities:

- A. To provide employability and life management skills training and job search services and support to the underprivileged
- B. To enhance the well-being of the underprivileged
- C. To undertake any other projects or lawful activities consistent with Section 501(c)(3) of the Internal Revenue Code which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.
- D. For such purposes, the Corporation shall have and exercise the following authority and powers:
 - 1. To have and to exercise any and all powers, rights and privileges which a Corporation organized under the law of the State of Florida may now or hereafter have or exercise.
 - 2. To do all things necessary or desirable to accomplish the purposes of the Corporation as the Directors of the Corporation may from time to time deem appropriate, which are consistent with the powers conferred upon a not-for-profit corporation under the laws of the State of Florida and the Internal Revenue Code.
 - 3. To purchase, take, receive, accept, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real, or personal property or any interest therein, wherever situated.

ARTICLE IV - MANNER OF ELECTION

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors shall be provided in the bylaws.

ARTICLE V- INITIAL DIRECTORS/OFFICERS

The officers shall consist of the following persons:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Harolyn Salandy	20710 SW 248 St Homestead, FL 33031	CEO/President

The initial Board of Directors shall consist of the following persons:

Harolyn Salandy	20710 SW 248 St Homestead, FL 33031
Roger Salandy	20710 SW 248 St Homestead, FL 33031
Calvetta Phair	P O Box 170654 Hialeah, FL 33017
Donnise A. DeSouza	12367 SW 145 St Miami, FL 33186
Carlyle Holder	846 NE 54 Terrace Coleman, FL 33521

ARTICLE VI - INITIAL REGISTERED AGENT

The name and address of the registered agent is:

Harolyn Salandy
20710 SW 248 St
Homestead, FL 33031

ARTICLE VII – INCORPORATOR

The name and address of the incorporator is:

Harolyn Salandy
20710 SW 248 St
Homestead, FL 33031

ARTICLE VIII - RESTRICTIONS AND REQUIREMENTS

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization 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.

2. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

3. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. 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.

4. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

ARTICLE IX – 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.

ARTICLE X – 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 of administrators) may be entitled apart from this Article.

ARTICLE XI - LIMITATION ON LIABILITY OF DIRECTORS

No Director shall be liable to the corporation for monetary damages for an act or omission in the Director's capacity as a Director of the corporation, except and only for the following:

- A. A breach of the Director's duty of loyalty to the corporation;
- B. An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director;
- C. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- D. An act or omission by the Director for which liability is expressly provided by statute.

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


Signature/Registered Agent

09-04-05
Date


Signature/Incorporator

09-04-05
Date

Harolyn Salandy

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TALLAHASSEE, FLORIDA