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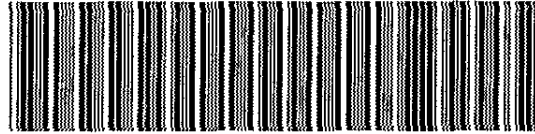
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SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS
07 FEB - 1 PM 2:43

VH

COVER LETTER

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

SUBJECT: MELLON CHRISTIAN ACADEMY 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: MARIE CARMEL LAGUERRE
Name (Printed or typed)

15930 VOYAGEURS PLACE
Address

WELLINGTON, FLORIDA 33414
City, State & Zip

561-503-5784
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
MELLON CHRISTIAN ACADEMY FOUNDATION, INC.,
a Florida not-for-profit corporation**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
07 FEB -1 PM 2:43

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I NAME.

The name of this corporation is:

MELLON CHRISTIAN ACADEMY FOUNDATION, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is:

**15930 VOYAGEURS PL
WELLINGTON, FL 33414**

ARTICLE III. PURPOSES.

A. This corporation is organized and shall operate exclusively for educational, cultural, charitable, religious and scientific purposes. The primary purpose of the corporation is to work with at risk children in Mellon Christian Academy in Haiti, in order to help them foster academic growth in reading, English, Math and Social Studies. The purposes of the corporation shall however, be limited in all events to exempt purposes described in Section 501(c) (3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

(1) To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

(3) To borrow money but only as authorized by its Board of Directors, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

ARTICLE IV. LIMITATIONS

A. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

B. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

C. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

D. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

ARTICLE V. TERM OF EXISTENCE.

This corporation shall exist perpetually.

ARTICLE VI. DIRECTORS.

Directors of the Corporation shall be elected as provided in the Bylaws. All corporate powers shall be exercised by the Directors and the affairs of the corporation shall be managed under the Direction of the Directors of the corporation. The Directors shall have the sole voting power.

ARTICLE VII. REGISTERED AGENT.

The name and address of the registered agent of the corporation is:

**Marie Carmel Laguerre
15930 Voyageurs Pl
Wellington, Florida 33414**

ARTICLE VIII. INCORPORATOR.

The name and address of the incorporator of the corporation is:

**Marie Carmel Laguerre, President
15930 Voyageurs Pl
Wellington, Florida 33414**

**Jean Samuel Bruce, Secretary
5630 Murfield Village Circle
Lake Worth, Florida 33463**

**Marjorie Mellon, Treasury
15930 Voyageurs Pl
Wellington, Florida 33414**

ARTICLE IX DISSOLUTION

In the event of dissolution of the Corporation or termination of its affairs, the Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute all of the remaining assets of the Corporation to any non-profit Corporation to be used exclusively for the general purposes for which the Corporation was organized, subject to the conditions, restrictions, and limitations to which such assets were subject when they were assets of the Corporation. No Individual shall be entitled to share in the distribution of any of the assets of the Corporation upon dissolution or termination.

ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at any meeting of the Board of Directors in accordance with the Bylaws.

ARTICLE XI BYLAWS.

The Bylaws of the Corporation shall be adopted by the Board of Directors, and may be altered, amended or rescinded only by the Board of Directors in the manner provided for in the Bylaws.

ARTICLE XII INDEMNIFICATION.

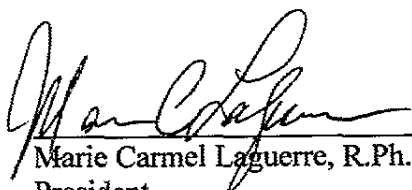
Every Director, Officer and employee of the Corporation shall be indemnified by the Corporation against and reimbursed for all reasonable expenses and liabilities, including attorney's fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a Director, Officer or employee of this Corporation, or any settlement thereof, whether or not they are Directors, Officers or employees at the time such are incurred, except in such cases where the Director, Officer or employee is adjudged guilty of willful malfeasance or misfeasance in the performance of duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. With prior approval of the Board of Directors, costs, charges and expenses (including

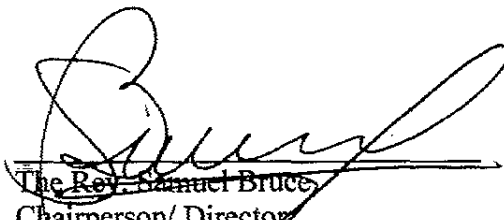
attorneys' fees) incurred by a Director, officer or employee may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such Director, officer, or employee to repay all amounts so advanced in the event it shall ultimately be determined that such—Director, officer or employee is not entitled to be indemnified by the Corporation as authorized in this Article or under state law, and upon satisfaction of such other conditions as are required by current or future legislation. The decision by the Corporation to indemnify a Director, officer or employee or to make advances to a Director, officer or employee shall be final and shall not be subject to judicial review. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors, officers or employees shall be entitled. Notwithstanding the foregoing, the Board of Directors shall have the power to consolidate the representation of individual Directors, Officers and employees so that the Corporation shall not incur unreasonable attorneys' fees and other costs. Prompt written notice, by registered mail, of all claims for which indemnification is or may be sought shall be given to the Corporation and no settlement of any such claim shall be entered into without reasonable prior written notice, by registered mail, having been given to the Corporation.

ARTICLE XIII EOUAL OPPORTUNITY/ACCESS.

In its operations and activities, the Corporation shall be governed by the principles of equal opportunity and access to all persons regardless of race, color, religion, sex, age, national origin, handicap or disability.

IN WITNESS WHEREOF, the undersigned Directors and Officers of **MELLON CHRISTILAN ACADEMY FOUNDATION, INC.**, a Florida not for Profit Corporation, have executed these Articles of Incorporation effective as of this **8th day of February 2007**.


Marie Carmel Laguerre, R.Ph.
President


The Rev. Samuel Bruce
Chairperson/ Director


Marjorie Mellon
Treasury


CERTIFICATE
DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN 28 2007 PM 2:44

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:
That **MELLON CHRISTIAN ACADEMY FOUNDATION, INC.** desiring organizes under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 15930 Voyageurs PL, Wellington, Florida 33414 has named Marie Carmel Laguerre as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.


Marie C. Laguerre
Registered Agent

1/28/07
Date