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2007 MAY 30 AM 7:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

107-20222

## COVER LETTER

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

**SUBJECT:**            **Duke's Retreat, Inc.**  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
⌚ \$70.00 Filing Fee	⌚ \$78.75 Filing Fee & Certificate of Status	⌚ \$78.75 Filing Fee & Certified Copy	⌚ \$87.50 Filing Fee, Certified Copy & Certificate
<b>ADDITIONAL COPY REQUIRED</b>			

FROM:

Melissa Edwards  
19450 SW 125<sup>th</sup> Ave  
Miami, FL 33177  
(404) 914-2904

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

*Repeat Letter*  
April 30, 2007

MELISSA EDWARDS  
19450 SW 125TH AVE  
MIAMI, FL 33177

SUBJECT: DUKE DBA:MAZIE'S RETREAT, INC.  
Ref. Number: W07000020772

We have received your document for DUKE DBA:MAZIE'S RETREAT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filing Section

Letter Number: 807A00029452

RECEIVED  
MAY 30 PM 4:09  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
Duke's Retreat, Inc.  
A Florida "Not for Profit" Corporation**

**FILED**

2007 MAY 30 AM 7:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**NAME OF CORPORATION:**

The name of the corporation is Duke's Retreat, Inc.

**PRINCIPAL OFFICE:**

The principal office of the corporation is located in the city of Miami and the county of Miami-Dade.

**MAILING ADDRESS:**

The mailing address of the corporation is:  
19450 SW 125th Ave  
Miami, FL 33177

**REGISTERED AGENT:**

The name of the registered agent of the corporation is Melissa Edwards. The address of this registered agent is 19450 SW 125th Ave, Miami, FL 33177.

**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.

**BOARD OF DIRECTORS:**

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

**INCORPORATORS:** The name and address of the incorporator is:

Melissa Edwards  
19450 SW 125th Ave  
Miami, FL 33177

**CORPORATE PURPOSES**

The purposes for which this corporation is formed are exclusively charitable and consist of the following:

Duke's Retreat, Inc. will provide emancipated foster youth, aged 18-24, with a safe and secure living environment. While in our care, we will

require that each youth partake in at least 2 courses of a full year, four quarter, well rounded curriculum administered by a licensed instructor. They will also be assisted with finding and keeping a job and enroll in a college or university to pursue a degree.

Many of the emancipated foster youths we will be dealing with will be receiving the Road to Independence scholarship, which pays \$892/month and assists them in paying for room and board, and other basic needs. While our focus is not limited to those youths receiving the federally funded scholarship, we will charge those youths receiving the scholarship \$600/month for rent. We will not charge a youth who does not receive this scholarship.

This transitional housing program will also provide the following services:

- ☐ Substance abuse counseling
- ☐ Daily living skills
- ☐ Individual/Group therapy
- ☐ Transitional/Independent living skills
- ☐ Character development skills
- ☐ Social skills classes
- ☐ Recreational activities
- ☐ Vocational Counseling

Four Quarter curriculum will include:

**First Quarter**

- Technology training
- Job Interview Skills
- Dress for Success
- How to find and keep a job
- Personal Fitness

**Second Quarter**

- Communication/Social Skills
- Personal Development
- Life Skills
- Household maintenance/Basic home improvement
- Laundry
- Personal Fitness

**Third Quarter**

- Word Processing
- Basic Excel Skills
- Nutrition
- Drug Prevention/Stress Prevention

-Personal Fitness

**Fourth Quarter**

- Basic PowerPoint Skills
- Advanced Word Applications
- Advanced Excel Applications
- Money Management
- Hygiene/Illness Awareness
- Personal Fitness
- Receive Certificate of Completion of the Program

**501(c)(3) LIMITATIONS**

**Article 1**

**CORPORATE PURPOSES:** Notwithstanding any other provision of these 7 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.

**Article 2**

**EXCLUSIVITY:** This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations.

**Article 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.

**Article 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 5**

**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.

#### **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.

#### **EXECUTION**

These Articles of Incorporation are hereby executed by the incorporator on this

19<sup>th</sup> day of May, 2007.

Melissa Edwards  
Incorporator

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Duke's Retreat, Inc., a Florida not for profit corporation.

Melissa Edwards  
Registered Agent

May 19, 2007  
Date