

N08000005083

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700130077897

05/27/08--01026--026 \*\*78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 MAY 27 AM 10:46

APPROVED  
AND  
FILED

B. McKnight MAY 28 2008

# LAW OFFICES OF MARLON E. BRYAN, P.A.

5701 Sheridan Street, Hollywood, Florida 33021

Tel: (954) 322-4408 • Fax: (954) 322-0330 • m5meblaw@bellsouth.net

---

Marlon E. Bryan, Esq.  
Counselor/Attorney at Law

*Member of Florida &  
New Jersey Bar*

Karla C. Gonzalez  
Certified Paralegal

May 20, 2008

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: **THE F.A.C.E. FOUNDATION, INC.**

Enclosed is the original and one (1) copy of the Articles of Incorporation, Certificate of Designation of Registered Agent, and a check for Seventy Eight Dollars and 75/100 (\$78.75) to cover the cost of filing the articles, and acquiring a Certificate and Letter of Acknowledgment. Please return the Certificate and Letter of Acknowledgment to our office at:

**Law Offices of Marlon E. Bryan, P.A.**  
**5701 Sheriden Street**  
**Hollywood, Florida 33021**

Very truly yours,



Marlon E. Bryan

MEB/kg  
Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**THE F.A.C.E. FOUNDATION, INC.  
(Not-For-Profit Corporation)**

**ARTICLE I**

The name of the Corporation shall be:

**THE F.A.C.E. FOUNDATION, INC.**

08 MAY 27 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**ARTICLE II**

The principal place of business and mailing address of the Corporation:

6601 N.W. 167 Street  
Miami, FL 33015

**ARTICLE III**

3.1 The F.A.C.E. Foundation, Inc. shall also be known as **The Fund for the Advancement of Community and Education.**

The Corporation is organized exclusively for charitable, educational, and recreational 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, or the corresponding section of any future federal tax code.

The Corporation shall have the power and authority:

- (i) to receive assistance, money(as grants, membership dues or otherwise), real or personal property and any other forms of contributions, gifts, bequests or devises from any person, firm or corporation to be utilized in the furtherance of the purposes of the Corporation;
- (ii) to enter into agreements or contracts for contributions to the Corporation for its objectives and purposes, subject to the bylaws of the Corporation;
- (iii) to distribute, in the manner, form and method, and by the means

determined by the Board of Directors, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its objectives and purposes;

- (iv) to purchase, acquire, own, hold, guarantee, sell, design, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage or otherwise dispose of any real estate; and as the owner of any such real or personal property, to exercise all rights, powers and privileges of ownership;

All of the above and foregoing are to be construed both as objectives and powers, and it is expressly provided that the enumerated shall not be held to limit or restrict in any manner the general powers of the Corporation. Subject to the limitations set forth below, the Corporation may do all things requisite and necessary, proper and desirable to carry out and further its purposes; and in general, has all the privileges, immunities and benefits not required to be stated specifically in these Articles, for which corporations may be incorporated under Chapter 617 of the Florida Statutes, which is the Florida Not for Profit Corporation Act.

### 3.2 Notwithstanding any other provision of these Articles of Incorporation:

(a) The Corporation shall not be operated for profit. It may only engage in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and by a corporation to which contributions are deductible under Sections 170(c), 2055, and 2522 of the Internal Revenue Code. To the extent consistent with Section 501(c)(3), the Corporation may exercise any and all powers conferred upon non-profit corporations by Chapter 617 of the Florida Statutes.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3.3 The Corporation is organized pursuant to Chapter 617 of the Florida Statutes and does not contemplate pecuniary gain or profit; it has no capital stock and is not

authorized to issue capital stock.

3.4 In accordance with section 617.0834 of the Florida Statutes, no loans shall be made by the Corporation to its directors or officers.

3.5 The term of the Corporation shall be perpetual.

#### **ARTICLE IV**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE V**

5.1 The manner in which directors for the Corporation's Board of Directors are elected or appointed shall be set forth in the bylaws of the Corporation.

5.2 All voting power, including, without limitation, power to vote on amending the Articles of Incorporation, is vested in the Board of Directors of the Corporation. The number of directors constituting the initial Board of Directors is three. The names and addresses of those people who are to serve as the initial Directors are:

**Dr. DINO J. PEDRONE**  
6601 N.W. 167 Street  
Miami, FL 33015

**Dr. DANIEL L. BURRELL**  
6601 N.W. 167 Street  
Miami, FL 33015

**DR. JOANNA OSTER**  
6601 N.W. 167 Street  
Miami, FL 33015

5.3 The internal affairs of the Corporation shall be regulated by the Board of Directors according to the Corporation's bylaws. The power to make, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

5.4 The manner of termination of membership in the Corporation shall be set forth in the bylaws of the Corporation.

#### **ARTICLE VI**

The name and Florida street address of the initial Registered Agent is:

**LAW OFFICES OF MARLON E. BRYAN, P.A.**  
**MARLON E. BRYAN, ESQ.**  
5701 Sheridan Street  
Hollywood, Florida 33021  
Tel: 954-322-4408  
Fax: 954-322-0330

#### **ARTICLE VII**

The name and address of the Incorporator is:

**Dr. Dino J. Pedrone**  
6601 N.W. 167 Street  
Miami, FL 33015

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these  
Articles of Incorporation this 20 day of May, 2008.

  
**Dr. Dino J. Pedrone**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZATION 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:

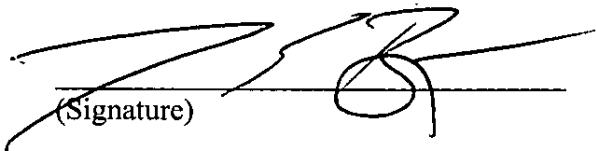
**THE F.A.C.E. FOUNDATION, INC.**

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

**LAW OFFICES OF MARLON E. BRYAN, P.A.  
ATTENTION: MARLON E. BRYAN**

5701 Sheridan Street  
Hollywood, Florida 33021  
Tel: 954-322-4408  
Fax: 954-322-0330

Having been named as registered agent and to accept service of process for the above stated corporation at the place designed 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.

  
(Signature)

5-20-08  
(Date)

**DIVISION OF CORPORATION, P.O BOX 6327, TALLAHASSEE, FL 32314**