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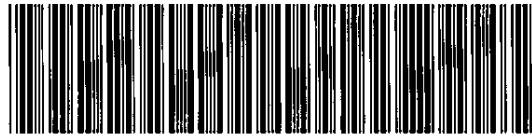
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HARLEY FOUNDATION, INC.**

ARTICLE I

The name of the corporation is **Harley Foundation, Inc.**

The principal office of this corporation is: **610 NW 183rd
Street, Ste. No. 202, Miami Gardens, Florida 33169.**

The mailing address of this corporation is: **PO Box 552230,
Miami Gardens, Florida 33055.**

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed:

A. For the advancement of charity, education, science, medical research and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To (i) support and assist, and to make grants and gifts in aid, support and assistance of those activities and programs targeted at the prevention of cruelty to children; (ii) promote the social welfare of disadvantaged children sometimes commonly referred to as "children at-risk"; (iii) support community programs to combat juvenile

delinquency; and (iv) make grants and gifts to pediatric asthma research at institutions qualifying under Section 501(c)(3) of the Internal Revenue Code, thereby promoting the health of the community; by the distribution of the Corporation's funds as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code of 1986, as amended, including private foundations and private operating foundations.

C. To operate exclusively in any other manner for such charitable, educational and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

D. If by reason of change in Section 501(c) of the Internal Revenue Code, or otherwise, the carrying out of any of the said purposes would cause the assets or income of this corporation to be subject to federal income tax, no further distributions shall be made for such nonexempt purposes.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be four (4), provided, however, that such number may be changed by a Bylaw duly adopted by the members.

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

A. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

B. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the Bylaws for this corporation.

ARTICLE IX

CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE X

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Rafael E. Harley — 3441 NW 14th Court, Lauderhill, Florida 33311.

ARTICLE XI

INCORPORATORS

The names and addresses of the Incorporators of this corporation are as follows:

Rafael E. Harley — 3441 NW 14th Court, Lauderhill, Florida 33311.

ARTICLE XII

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and in any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the Bylaws.