

From: Law Offices

6/15/2010

Division of Corporations

Florida Department of State

Division of Corporations Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000140694 3)))



H100001406943ABCZ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : LARREA & ORTEGA, P.A.
Account Number : I20010000067
Phone : (305) 476-8701
Fax Number : (305) 476-8721

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION THE LILYPAD COALITION, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

JUN 16 2010
D.A. WHITE

FILED

RECEIVED

2010 JUN 15 PM 1:52

10 JUN 15 PM 5:01

FILED
(((H10000140694 3)))

2010 JUN 15 P 1:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE LILYPAD COALITION, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not for profit corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this not for profit corporation is: **THE LILYPAD COALITION, INC.**
("Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office location for this not for profit Corporation shall be: 608 S.W. 26th Road, Miami, Florida 33129.

**ARTICLE III
PURPOSES**

This not for profit Corporation is organized and shall operate exclusively for charitable, educational and scientific purposes and may otherwise transact business to the fullest extent and subject to the limitations and provisions of the laws of the State of Florida and the laws of the United States of America described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code ("Code"). In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporation, organizations and institutions carrying on exempt activities.

Notwithstanding anything herein to the contrary: (i) this not for profit Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code and its Regulations as the same now exist, or as they may be hereafter amended from time to time; and (ii) pursuant to Code Section 508(e), this not for profit Corporation shall: (1) distribute income at such time and in such manner as not to subject this not for profit Corporation to tax under Code Section 4942, and (2) this not for profit Corporation shall not engage in any act of self-dealing [as defined in Code Section 4941(d)], from retaining any business holdings [as defined in Code Section 4943(c)], from making any investments in such manner as to subject this not for profit Corporation to tax under Code Section 4944, or from making any taxable expenditures [as defined in Code Section 4945(d)].

No part of the income or principal of this not for profit Corporation shall inure to the benefit of or be distributed to any member, director, or officer of this not for profit Corporation, or any other private individual in such a fashion as to constitute an application of funds not within the purposes of exempt organization described in Section 501(c)(3) of the Code. However,

(((H10000140694 3)))

((H10000140694 3)))

reimbursement for expenditures or payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

ARTICLE IV
TERM OF EXISTENCE

This not for profit Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V
NAME AND ADDRESS OF INCORPORATOR

The name and address of the Incorporator of this not for profit Corporation is:

Henry R. Roque, Esq.
c/o 150 Alhambra Circle, Suite 950
Coral Gables, Florida 33134

ARTICLE VI
MEMBERS

Members of this not for profit Corporation shall be natural persons, at least one (1) of whom shall be a citizen of the United States, of twenty-one (21) or more years of age. Any individual, business or other organization that supports the furtherance of the set purposes of this not for profit Corporation is eligible for membership. Members will be active participants in this not for profit Corporation's programs and/or will donate funds to this not for profit Corporation. Other qualifications of the members and the manner of their admission and rights and privileges of membership shall be prescribed from time to time in the Bylaws of this not for profit Corporation.

ARTICLE VII
INITIAL DIRECTORS/OFFICERS

The affairs of the Corporation shall be managed by its Board of Directors and Officers. Initially, this not for profit Corporation shall have three (3) directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be fewer than three (3). The names and addresses of the members of the first Board of Director(s) and Officers who shall serve until their successors are elected are:

Janelle D. Bravo, Director and President
608 S.W. 26th Road, Miami, Florida 33129

Henry R. Roque, Director, Vice President and Secretary
c/o 608 S.W. 26th Road, Miami, Florida 33129

Cristina Mufiz, Director and Treasurer
c/o 608 S.W. 26th Road, Miami, Florida 33129

((H10000140694 3)))

(((H10000140694 3)))

The successors will be elected pursuant to the Bylaws of this not for profit Corporation.

ARTICLE VIII

ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of this not for profit Corporation is Janelle D. Bravo and the registered office of this not for profit Corporation is at 608 S.W. 26th Road, Miami, Florida 33129.

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this not for profit Corporation shall be vested in the Board of Directors in accordance with the provisions of the Bylaws, unless otherwise provided in the Bylaws.

ARTICLE X

INDEMNIFICATION - LIMITS OF LIABILITY

This not for profit Corporation shall indemnify its officers and directors to the fullest extent permitted by the Florida Not For Profit Corporation Act, and, in accordance with this not for profit Corporation's Bylaws, as in effect from time to time. To the fullest extent permitted by the Florida Not for Profit Corporation Act, as it now exists or may hereafter be amended, a director of this not for profit Corporation shall not be personally liable to this not for profit Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by such director. Neither the amendment nor repeal of this Article X, shall eliminate or reduce the protection afforded by this Article X to a director of this not for profit Corporation with respect to any matter which occurred, or cause of action, lawsuit or claim which, but for this Article X, would have accrued or arisen prior to such amendment, repeal or adoption.

This not for profit Corporation shall indemnify each director and officer of this not for profit Corporation against all or any portion of any expenses reasonable incurred by him/her in connection with or arising out of any action, suit or proceeding in which he/she may be involved, by reason of his/her being or having been an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitation and provisions of the laws of the State of Florida and the laws of the United States of America. This provision shall be in addition to any other rights to which those indemnified may be entitled under Bylaws, agreements, vote of shareholders/members or disinterested directors or otherwise, both as to action in his/her official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI

DISSOLUTION

In the event of the complete or partial liquidation or dissolution of this not for profit Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any

(((H10000140694 3)))

(((H10000140694 3)))

distribution or division of this not for profit Corporation's property or its proceeds, and the balance of all money and other property received by this not for profit Corporation from any source, after the payment of all debts and obligations for this not for profit 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 an organization or organizations which themselves are exempt as organizations described in Code Section 501(c)(3)

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 11th day of June, 2010.


Henry R. Roque, Esq.

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF MIAMI-DADE
NOTARY PUBLIC
SEAL OF OFFICE

-) On this the 11th day of June, 2010 before me,
) the undersigned Notary Public of the State of Florida,
) personally appeared Henry R. Roque whose name is
) subscribed to the within instrument, and
she acknowledges that she executed it.

WITNESS my hand and official seal.


Print Name: MICHELLE PERAZA
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



- ☒ Personally known to me, or
☐ Produced identification:

(((H10000140694 3)))

From:Law Offices

3054768721

06/15/2010 04:42

#534 P.007/007

((H10000140694 3)))

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH

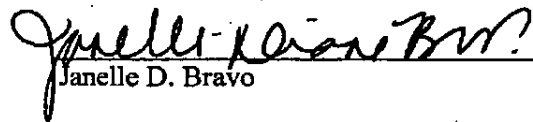
That **THE LILYPAD COALITION, INC.** desiring to organize under the laws of the State of Florida has named Janelle D. Bravo located at 608 S.W. 26th Road, Miami, Florida 33129, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 11th day of June, 2010.

REGISTERED AGENT:


Janelle D. Bravo

FILED
2010 JUN 15 P 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H10000140694 3)))