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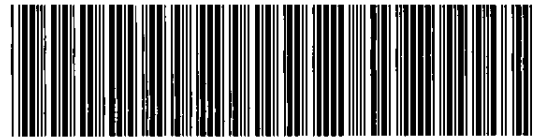
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SECRETARY OF STATE
HALL/ALBANY, NY 12243

PS 1/4/11

COVER LETTER

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

SUBJECT: Planet Swim 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: Danny Shum CPA, P.L.

Name (Printed or typed)

5220 S. University Dr. #207

Address

Davie, FL 33328

City, State & Zip

954-252-5778

Daytime Telephone number

dshumcpa@gmail.com

E-mail address: (to be used for future annual report notification)

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

Danny Shum CPA, P.L.
5220 S. University Dr. #207
Davie, Florida 33328

Phone: 954-252-5778 Fax: 954-252-5779

To Florida Division of Corporations,

December 20, 2010

Please see attached corrected Articles of Incorporation for Planet Swim Foundation, Inc
Ref # W10000055545. The effective date has been updated in Article 15 and there is
only one Article being filed.

Please contact me at (954) 252-5778 should you have any further questions.

Sincerely,

A handwritten signature in black ink, appearing to be 'Danny Shum', with a long horizontal flourish extending to the right.

Danny Shum CPA

**ARTICLES OF INCORPORATION
OF
Planet Swim Foundation, Inc.**

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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The name of the Corporation is **Planet Swim Foundation, Inc.**, hereby known as the "Corporation".

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific 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 mission of the Planet Swim Foundation is to help prevent drowning in communities with limited physical and financial access to both pools and water safety instruction. The Planet Swim Foundation's primary function is to promote the sport of swimming while raising funds to help underprivileged families benefit from potentially life-saving swim instruction. The majority of Planet Swim Foundation's funding will come from the general public, corporations, or other public charities.

ARTICLE 3 - PROHIBITIONS

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 Second hereof. No substantial part of the activities of the Corporation shall be 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.

ARTICLE 4 - DIRECTORS/MANNER OF ELECTION

The Directors shall be elected by a majority vote of the Members of this Corporation. The directors of the Corporation shall be:

President and Treasurer: Sergio Lopez Miro

Vice-president: Gustavo M. Calado

Executive Director and Secretary: Julio Lujan Pinel

whose mailing addresses shall be the same as the principal address of the Corporation.

ARTICLE 5 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 272 Alta Mar Drive, Ponte Vedra Beach, FL 32082 and the mailing address is the same.

ARTICLE 6 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:
Gustavo M. Calado, 272 Alta Mar Drive, Ponte Vedra Beach, FL 32082

ARTICLE 7 - OFFICERS

The Officers shall be elected by a majority vote of the Directors of this Corporation. The Officers of the Corporation shall be:

President and Treasurer: Sergio Lopez Miro

Vice-president: Gustavo M. Calado

Executive Director and Secretary: Julio Lujan Pinel

whose mailing addresses shall be the same as the principal address of the Corporation.

ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 10 - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 11 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 12 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 13 - RESPONSIBILITIES AND BYLAWS

The officers of Planet Swim Foundation, Inc adopted under board resolution vote on November 1, 2010 are as follows:

President and Treasurer: Sergio Lopez Miro

Vice-president: Gustavo M. Calado

Executive Director and Secretary: Julio Lujan Pinel

Board members will review staffing needs and Board membership annually and as needed. New officers will be elected by majority of board member vote. The President will be responsible for overseeing and directing the affairs of the nonprofit, including major decision-making. The Vice President will approve the budget and provide all financial reports. The office of the executive director and secretary will support the president and vice president in organizational activities and performing program tasks. The Board of Directors of Planet Swim Foundation, Inc will initially be non-salaried. Future salaries will be determined primarily by funding for work performed. An individual member of the Board of Directors can not vote on their own compensation. Salaries will only be distributed by a majority vote of the Board of Directors. The Planet Swim Foundation board of directors may not include relatives of any other member and may not engage in business deals where a conflict of interest exists.

ARTICLE 14 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Danny Shum CPA, P.L., located at 5220 S. University Dr. #207, Davie, FL 33328. The name and address of the registered agent of this Corporation is is Danny Shum CPA, P.L., 5220 S. University Dr. #207, Davie, FL 33328.

ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective the 3rd day of January 2011.

ARTICLE 16 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 17 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the

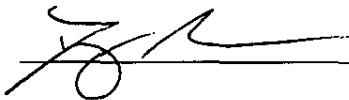
Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 18 - DISSOLUTION

Upon 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 public purpose. Any such assets not so disposed of shall be disposed of by 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.

SIGNATURE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



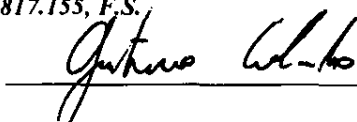
Danny Shum CPA, Registering Agent

12/20/10

Date

SIGNATURE OF INCORPORATOR

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.




Gustavo M Calado, Incorporator

12/31/10

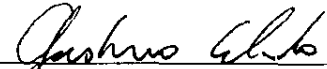
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TALLAHASSEE, FLORIDA

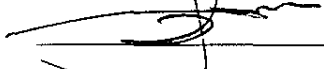
SIGNATURES OF OFFICERS AND DIRECTORS

 12/31/10

President and Treasurer: Sergio Lopez Miro, 272 Alta Mar Drive, Ponte Vedra Beach, FL 32082

 12/31/10

Vice-president: Gustavo M. Calado, 272 Alta Mar Drive, Ponte Vedra Beach, FL 32082

 12/31/10

Executive Director and Secretary: Julio Lujan Pinel, 272 Alta Mar Drive, Ponte Vedra Beach, FL 32082

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