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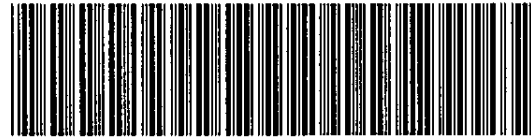
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08/01/11--01015--012 **78.75

FILED
11 AUG -5 PM 3:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE 7/30/11

MRP
8/9

COVER LETTER

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

SUBJECT: JAM AICA USA CHAMBER 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: JANETTE L DAVIS CPA
Name (Printed or typed)

1745 N UNIVERSITY DR
Address

PEMBROKE PINES, FL 33024
City, State & Zip

954 967 0584
Daytime Telephone number

jdavis@jdaviscpa.com
E-mail address: (to be used for future annual report notification)

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



RECEIVED

11 AUG -8 PM 12:23

FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS
Division of Corporations

August 2, 2011

JANETTE L DAVIS, CPA
1745 N UNIVERSITY DR
PEMBROKE PINES, FL 33024

See Attached Correction

SUBJECT: JAMAICA U.S.A. CHAMBER FOUNDATION, INC.
Ref. Number: W11000040419

We have received your document for JAMAICA U.S.A. CHAMBER FOUNDATION, 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):

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the corrected 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) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 511A00018137

ARTICLES OF INCORPORATION

OF

JAMAICA U.S.A. CHAMBER FOUNDATION, INC.

FILED

11 AUG -5 PM 3:22

SECRETARY OF STATE
TALLAHASSEE FLORIDA

EFFECTIVE DATE 7/30/11

Article I – Name

The name of this Florida corporation is Jamaica U.S.A. Chamber Foundation, Inc. ("Corporation").

Article II – Purpose

- A. This corporation is organized and shall operate exclusively for charitable, educational, and other exempt purposes described in section 501(c)(3) of the Internal Revenue Code as amended, and its Regulations as the same now exist, or as they may be modified from time to time. This corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this corporation may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.
- B. As a means incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:
1. To accept, require, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
 2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and
 3. To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by any other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wheresoever situated; and
 4. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and
 5. To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

6. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.
- C. Notwithstanding anything herein to the contrary, this Corporation may exercise any and all (but no other) powers in furtherance of the exempt purposes of 501(c)(3) organizations.
 - D. Exempt Purpose – No part of the income, principal, holdings, or assets of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3). Accordingly, the Corporation shall: absolutely refrain from participating in political campaigns; ensure that its earnings and assets do not unjustly enrich board members, officers, key management employees, or other insiders; not further non-exempt purposes more than insubstantially; not operate for the primary purpose of conducting a trade or business that is not related to exempt purposes; not engage in activities that are illegal or violate public policy; and restrict its legislative activities in accordance with Section 501(c)(3). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.
 - E. Dissolution – In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, officer, or director shall be entitled to any distribution or division of the corporation's property or proceeds therefrom, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Courts of the State of Florida, as provided by law, exclusively for exempt purposes such as to an organization or organizations which themselves are exempt pursuant to Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose.
 - F. Supported Organization – It is a primary purpose of this Corporation to support the activities of Jamaica USA Chamber of Commerce, Inc., which is a public charity under Section 509(a)(1) or (2), and which is tax-exempt under 501(c)(6), and to support similar charitable beneficiaries.

Article III – Bylaws

The bylaws of this Corporation may only be made, amended, or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the bylaws be made, amended, or rescinded.

Article IV – Address

The street and mailing address of the Jamaica U.S.A. Chamber Foundation, Inc.'s initial principal office is:

Leary C. Mullings, CPA, CA, MBA
3350 SW 148 Avenue
Suite 203
Miramar, Fl. 33027

Article V – Registered Agent

The name and address of the initial registered agent for Jamaica U.S.A. Chamber Foundation, Inc. is:

Janette L. Davis, MBA, CPA
Janette L Davis, CPA, LLC
1745 N University Drive
Pembroke Pines, FL 33024

Article VI – Board of Directors

The affairs of Jamaica U.S.A. Chamber Foundation, Inc. shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name and addresses of each member of the Corporation's initial Board of Directors, who shall serve until successors are elected, is:

Fr. Horace D. Ward
Rector, Holy Family Episcopal Church
18501 N.W. 7th Avenue
Miami Gardens, FL 33169

Director

Mr. Ruddy McGlashan
Stargate Communications
2434 Hollywood Blvd.,
Hollywood, FL 33021

Director

Mr. Aston Lue
Ocho Rios Miami, Inc.
2051 NW 15 Avenue
Miami, FL 33142-7713

Director

Leary C. Mullings, CPA CA MBA
3350 SW 148 Avenue
Suite 203
Miramar, FL 33027

Director

Successors shall be elected pursuant to the bylaws of the Corporation.

Article VII – Members

Members of this Corporation shall be natural persons, at least One (1) of whom shall be a citizen of the United States, of Twenty-one (21) years of age or older, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the Bylaws of the Corporation. The Corporation may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined under the Bylaws.

Article VIII – Incorporator

The name and address of the incorporator is:

Janette L Davis, CPA, LLC
1745 N University Drive
Pembroke Pines, FL 33024

Article IX – Corporate Existence

These initial Articles of Incorporation shall be effective as of July 30, 2011. This Corporation shall exist perpetually.

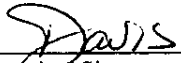
Article X – Conflict of Interest

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

Certification

These Articles of Incorporation have been adopted by the Board of Directors and do not contain any amendments requiring member approval.

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



Required Signature of Registered Agent



Date

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.



Required Signature of Incorporator



Date

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TALLAHASSEE FLORIDA