

N 11000010642

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

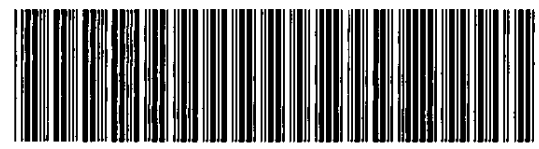
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:
Nathaniel Holder gave
authorization to correct
Article V (City for VP)
and the Incorporator
Signature.

Office Use Only
cc 11/15/11

513
W11000056021



000212211710

11/01/11--01018--015 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2011 NOV - 9 PM 4: 22

cc 11/15/11

COFFEE BOYS MIAMI INCORPORATED

635 CURTISS DRIVE
OPA-LOCKA, FL 33054
954-607-0196
786-704-4872

"Uplifting communities through entertainment"

October 24, 2011

Department of State
Division of Corporations
P.O. Box 6397
Tallahassee, Florida
32314

SUBJECT: ARTICLES OF INCORPORATION APPLICATION

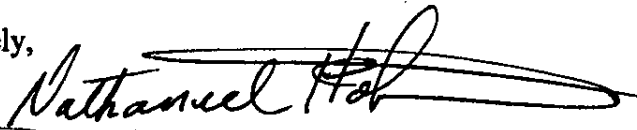
Dear Sir/Madame:

Attached are one original and one copy of the Articles of Incorporation for Coffee Boys Miami Incorporated.

Included is a money order in the amount of \$78.75 for filing fee and Certified Copy fee.

Hoping that this application is in compliance with the filing requirements.

Sincerely,



Nathaniel A. Holder

Registered Agent

cc: Nathaniel A. Holder – President
Wendell Teang - How – Vice President
Keren Stephens – Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 2, 2011

NATHANIEL A. HOLDER
635 CURTISS DRIVE
OPA LOCKA, FL 33054

SUBJECT: COFFEE BOYS MIAMI INCORPORATION
Ref. Number: W11000056021

We have received your document for COFFEE BOYS MIAMI INCORPORATION 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 name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 911A00024958

2011 NOV -9 PM 4: 22
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
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(Florida not-for-profit corporation)

The undersigned, acting as the incorporator of the Coffee Boys Miami Incorporated, a not-for-profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617, Florida Statutes, as amended, (hereinafter referred to as the "Corporation") and as President of the Corporation, by virtue of the authority granted in Resolution 2011 approved by a majority of the Corporation's Board of Directors at its October 6, 2011, meeting, hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: the Coffee Boys Miami Incorporated, hereinafter referred to as the "Corporation."

ARTICLE II: OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is: 635 Curtiss drive, Opa - Locka, FL 33056.

ARTICLE III: PURPOSES

The Corporation is organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal

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Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law.

The primary purpose of this organization is to provide educational entertainment activities that will address health care and prevention education, substance abuse and public safety prevention, mentoring and career development training and opportunities to underserved communities. Our programs are designed to provide support that will build, uplift, motivate and enhance programs that serve to allow individuals to become better educated and prepared to become self sufficient. Our programs will be geared to address public safety, substance abuse prevention education, HIV/AIDS and teen pregnancy prevention, parenting skills, mentoring and counseling, vocational training and career guidance and development. The Corporation's target goal will be to reach the general population.

ARTICLE IV: MANNER OF ELECTIONS

The manner in which the directors are elected or appointed:

The Board of directors shall be appointed by the corporate officer. The board shall meet at least twice a year, unless special sessions are needed and shall serve no longer than a two year term, after which time the new board members will be elected.

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ARTICLE V: INITIAL DIRECTORS AND/OR OFFICERS

The Board of Directors shall consist of five (5) persons. The number may be increased or decreased from time to time by an amendment to the Corporation By-Laws. However, there shall never be less than three (3) persons on the Board of Directors. All members of the Board of Directors shall be selected as provided for in the Corporation By-Laws. No member of the Board of Directors will be entitled to or shall receive any compensation for participation on the board. Board members will be required to agree to all Conflict of Interest guidelines established by the corporation and noted in the By-laws.

The Board of Directors consists of:

Nathaniel A. Holder – President
635 Curtiss Drive
Opa- Locka, FL 33054

Wendell Teang-How – Vice President
300 SW 70th Ave
Miami, FL 33023

Keren Stephens – Secretary
635 Curtiss Drive
Opa- Locka, FL 33054

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ARTICLE VI: REGISTERED OFFICE AND AGENT
INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Nathaniel A. Holder
635 Curtiss Drive, Opa – Locka, FL 33054
954-607-0196

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

The Corporation's registered office shall be:
635 Curtiss Drive, Opa – Locka, FL 33054

Nathaniel A. Holder shall be the registered agent of the Corporation at that address.



NATHANIEL A. HOLDER – REGISTERED AGENT
INCORPORATOR

10/24/11

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ARTICLE VII

The name and address of the incorporator is:
NATHANIEL A. HOLDER
635 Curtiss Drive, Opa – Locka, FL 33054

ARTICLE VIII: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in, any political campaign or candidacy for public office.

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a Secretary, Treasurer, President and such other officers as may be provided by the By-Laws. No member of the Board of Directors will be entitled to or shall receive any compensation for participation on the board. Board members will be required to agree to all Conflict of Interest guidelines established by the corporation and noted in the By-Laws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present, provided that notice of the intent to submit amendments shall have been given as provided by the By-Laws.

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ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of the Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the Corporation its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: CONFLICT OF INTEREST

1. No member of the Board of Directors shall derive any personal profit or gain for themselves, their relatives or friends, directly or indirectly by reason of his or her participation within the corporation, except by agreement of three quarters of the board vote.
2. Each member must disclose any personal interest that he or she may have in any matter pending before the board and shall refrain from any discussion on that matter. A conflicting board member will not be counted in quorum in matters where there is a conflict of interest.
3. Each board member must submit an annual statement must agree to these general principles and disclose any potential conflict.

ARTICLE XIII: MEMBERSHIP

The corporation shall be non-membership.