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11 DEC 12 PM 1:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
12/13

## COVER LETTER

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

SUBJECT: Waves for Change Alliance, 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: Esperanza Segarra  
Name (Printed or typed)

1780 Chucunantah Road  
Address

Miami, FL 33133  
City, State & Zip

305-794-0816  
Daytime Telephone number

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

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

**ARTICLES OF INCORPORATION**  
**OF**  
**WAVES FOR CHANGE ALLIANCE, INC.**

A Nonprofit Corporation

**FILED**  
11 DEC 12 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a nonprofit corporation pursuant to Chapter 617, Florida Statutes, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**

Name

The name of this corporation is WAVES FOR CHANGE ALLIANCE, INC., a Nonprofit Florida Corporation (the "Corporation").

**ARTICLE II**

Terms of Existence

The Corporation shall exist perpetually.

**ARTICLE III**

Incorporators

The name and residence of the Incorporators are as follows:

Laurence Elder  
1850 SW 11th Terrace  
Miami, FL 33135

Esperanza Segarra  
1780 Chucunantah Road  
Miami, FL 33133

The rights and interests of the Incorporators shall automatically terminate when these Articles are filed with the Secretary of State.

**ARTICLE IV**

Purpose

The Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, 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 corresponding section of any future federal tax code. More particularly, to conduct programs and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions, dues and bequests of money, real and

personal property; or acquire, receive hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the benefit of the poor, distressed or under-privileged and defending human and civil rights secured by law for these individuals.

## ARTICLE V

### Publicly and Privately Supported Tax-Exempt Nonprofit Corporation

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 IV hereof. No substantial part of the activities of the Corporation shall be the 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 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 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 corresponding section of any future federal tax code.

## ARTICLE VI

### Dissolution

Notwithstanding anything herein to the contrary, the assets of the Corporation are hereby irrevocably dedicated to charitable use. Accordingly, upon the 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 a public purpose.

## ARTICLE VII

### By-Laws

The Directors, by majority vote, are authorized to establish bylaws for the Corporation not inconsistent with these Articles of Incorporation, and to amend same from time to time. Directors shall be elected as stated in the bylaws.

## ARTICLE VIII

### Amendments to Articles of Incorporation

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Amendments to the Articles of Incorporation must be adopted by an absolute majority vote of the Board of Directors at any board meeting called for that purpose.

## ARTICLE IX

### Stock and Dividends Prohibited

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

## ARTICLE X

### Membership

The Directors, by majority vote, are authorized to establish the classes, rights, privileges, qualifications, and obligations of members of the Corporation not inconsistent with these Articles of Incorporation, which shall be provided for in the Corporation's bylaws.

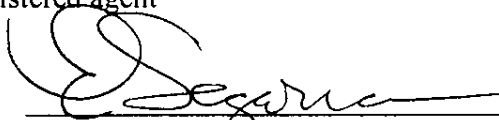
## ARTICLE XI

### Initial Principal Office, Mailing Address and Registered Agent

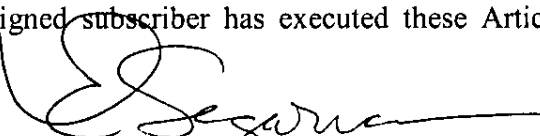
The street and mailing address of the Corporation and the registered agent is 1780 Chucunantah Road, Miami, FL 33133, and the initial registered agent at that address is Esperanza Segarra.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certification, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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

  
\_\_\_\_\_  
Esperanza Segarra, as Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of December, 2011.

  
\_\_\_\_\_  
Esperanza Segarra, Incorporator

**FILED**  
11 DEC 12 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA