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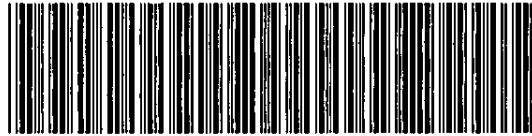
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12 APR -6 PM 12:40

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## COVER LETTER

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

SUBJECT: The 5th, 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: Sherese James

Name (Printed or typed)

1622 NW 1st Avenue, Unit 14

Address

Miami, FL 33136

City, State & Zip

786-567-0759

Daytime Telephone number

shereseandthe5th@gmail.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  
THE 5TH, INC.**

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TALLAHASSEE, FLORIDA

**ARTICLE I - Name**

The name of the corporation (the "Corporation") is "The 5th, Inc." It shall be incorporated as a not for profit charitable organization under the laws of the State of Florida.

**ARTICLE II - Principal Office**

The Corporation registered office is located at: 1622 NW 1<sup>st</sup> Avenue, Unit 14, in the city of Miami, FL, 33136.

**ARTICLE III - Purpose**

Said Corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, included, 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.

**ARTICLE V - Prohibited Activities**

- No substantial part of the activities of this Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise, and the Corporation shall not participate, or intervene, directly or indirectly (including the publication or distribution of statements), in 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 activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Code.

**ARTICLE VII - Incorporator**

The name and address of the Incorporator are:

Sherese James  
1622 NW 1<sup>st</sup> Avenue  
Unit 14  
Miami, FL 33136

## **ARTICLE IX – Manner of Election**

The affairs of the corporation shall be managed by a Board of Directors. As more fully set forth in the bylaws of the Corporation, the Board shall be self-perpetuating.

## **ARTICLE VIII - Directors**

The Corporation shall have three (3) initial directors, whose names and addresses are:

<b>Name</b>	<b>Address</b>
Marquetta Howard	The 5th, Inc. 1622 NW 1 <sup>st</sup> Avenue Unit 14 Miami, FL 33136
Dennis Dalton	The 5th, Inc. 1622 NW 1 <sup>st</sup> Avenue Unit 14 Miami, FL 33136
Sherese James	The 5th, Inc. 1622 NW 1 <sup>st</sup> Avenue Unit 14 Miami, FL 33136

The initial directors shall serve until the first annual meeting of the Board and until their successors are elected and qualified.

## **ARTICLE IX - Members**

The Corporation shall have no members.

## **ARTICLE X - Limitation on Liability of Directors**

No director of the Corporation shall be personally liable to the Corporation for monetary damages for his or her conduct as a director, which conduct takes place on or after the date this Article becomes effective, except for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) voting or assenting to distributions by the Corporation in violation of these Articles, or (iii) any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. If, after this Article becomes effective, the Florida Nonprofit Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be deemed eliminated or limited to the fullest extent permitted by the Florida Nonprofit Corporation Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director of

the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. This provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date this Article becomes effective.

#### **ARTICLE XI - Distribution of Earnings**

No part of the net earnings of the Corporation shall inure in whole or in part to the benefit of or be distributable to any officer, director, trustee or other individual having a personal or private interest in the activities of the Corporation except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III hereof.

#### **ARTICLE XII - Distribution upon Dissolution**

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 corresponding section of any future purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

#### **ARTICLE XIII - Amendment of Articles**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on directors are subject to this reserved power.

#### **ARTICLE VII – Registered Agent**

The name and address of the registered agent are:

Sherese James  
1622 NW 1<sup>st</sup> Avenue  
Unit 14  
Miami, FL 33136

**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**

Sheuse James  
Required Signature of Registered Agent

4/1/12  
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.**

Sheuse James  
Required Signature of Incorporator

4/1/12  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA