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FLORIDA PROFIT/NON PROFIT CORPORATION
CARY'S HOPE FOR EDUCATION FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
CARY'S HOPE FOR EDUCATION FOUNDATION, INC.,
a Florida Not-For-Profit Corporation**

**ARTICLE I
Corporate Name**

The name of this corporation is

CARY'S HOPE FOR EDUCATION FOUNDATION, INC.

**ARTICLE II
Corporate Nature**

This is a nonprofit corporation, organized solely for general purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

**ARTICLE III
Duration**

The term of existence of the corporation is perpetual.

**ARTICLE IV
General and Specific Purposes**

The specific and primary purposes for which this corporation is formed are:

- a. for the advancement of education and any other related or corresponding purposes by the distribution of its funds for such purposes.
- b. to operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

This Document was prepared by
Gonzalo Perez, Jr., Esq.
7915 Coral Way
Miami, Florida 33155
Telephone (305) 265-8228

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ARTICLE V
Management of Corporate Affairs

a. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be, provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term as provided in the Bylaws of this corporation. Annual meetings shall be held at such place or places as the Bylaws may designate.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Benny P. Gonzalez	7915 CORAL WAY, MIAMI, FL 33155
Juan E. Flores	7915 CORAL WAY, MIAMI, FL 33155

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Maria Elena Flores	7915 CORAL WAY, MIAMI, FL 33155
Eduardo Alberto Cabañas	7915 CORAL WAY, MIAMI, FL 33155
Sara Margarita Cabañas	7915 CORAL WAY, MIAMI, FL 33155
Teodoro Cruz	7915 CORAL WAY, MIAMI, FL 33155
Adeliada Cruz	7915 CORAL WAY, MIAMI, FL 33155
Gonzalo Perez	7915 CORAL WAY, MIAMI, FL 33155
Amarillys Garcia-Perez	7915 CORAL WAY, MIAMI, FL 33155

b. Corporate Officers. The corporate officers of this corporation shall be the following: President, Vice-President, Secretary and Treasurer, and such other officers as the Bylaws of CARY'S HOPE FOR EDUCATION FOUNDATION, INC., this corporation may authorize. Initially, such officers shall be elected at the first annual meeting of the corporation. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Benny P. Gonzalez	P	7915 CORAL WAY, MIAMI, FL 33155
Juan E. Flores	VP	7915 CORAL WAY, MIAMI, FL 33155
Eduardo Alberto Cabañas	T	7915 CORAL WAY, MIAMI, FL 33155
Teodoro Cruz	S	7915 CORAL WAY, MIAMI, FL 33155

ARTICLE VI Earnings & Activities of Corporation

a. 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 purpose set forth in Article IV hereof.

b. 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

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participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

c. 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 provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

d. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code for corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE VIII
Membership

a. The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

b. Any person paying the dues provided for by the Bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the Directors may from time to time adopt, is eligible for membership.

c. A prospective member shall be eligible for membership upon satisfaction of the requirements set forth in the Bylaws.

ARTICLE IX
Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

NAME

ADDRESS

Gonzalo Perez

7915 CORAL WAY, MIAMI, FL 33155

ARTICLE X
Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit laws of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws of this corporation may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the Bylaws.

ARTICLE XI
Dedication of Assets

The property of this corporation is irrevocably dedicated to purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member

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thereof, or to the benefit of any private individual.

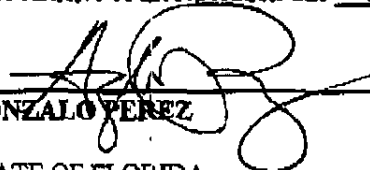
ARTICLE XII
Registered Agent and Office

The address of the corporation's registered office shall be 7915 CORAL WAY, MIAMI, FLORIDA 33155 and the name of its registered agent at said address shall be Gonzalo Perez. The principle office address is 7915 CORAL WAY, MIAMI, FLORIDA 33155.

ARTICLE XIII
Amendment of Articles

Amendments of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

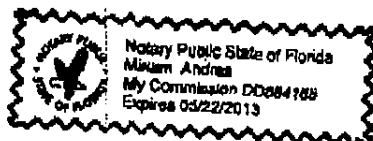
We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of incorporation this 27 day of June, 2012.


GONZALO PEREZ

STATE OF FLORIDA :
COUNTY OF DADE :

BEFORE me personally appeared, GONZALO PEREZ, who is personally known to me or who has produced as identification _____ and did take an oath and who executed the foregoing notice, and acknowledged to and before me that executed the instrument for the purposes therein expressed.

WITNESS my hand and official seal on the 27 day June, 2012.



Name: 
Notary Public, State of
Florida at Large

My Commission expires:

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CERTIFICATE DESIGNATING REGISTERED AGENT

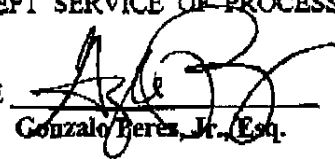
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: **CARY'S HOPE FOR EDUCATION FOUNDATION, INC.**

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED GONZALO PEREZ, JR., ESQ., LOCATED AT 7915 CORAL WAY, MIAMI, FLORIDA 33155, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE


Gonzalo Perez, Jr., Esq.

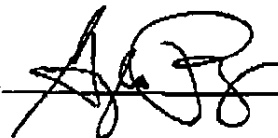
TITLE INCORPORATOR

DATE

6/27/12

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:



DATE

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