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**FLORIDA PROFIT/NON PROFIT CORPORATION
The Eloge Foundation, Inc.**

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August 1, 2012

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CASEY CIKLIN LUBITZ MARTENS & O'CONNELL

SUBJECT: THE ELOGE FOUNDATION, INC.
REF: W12000040286

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

FAX Aud. #: H12000193631
Letter Number: 512A00020065

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ARTICLES OF INCORPORATION
OF
THE ELOGE FOUNDATION, INC.

Pursuant to §617.01011 et seq. of the Florida Statutes, the undersigned subscriber hereby adopts, acknowledges and files the following Articles of Incorporation.

ARTICLE I

Name and Address / Incorporator

The name of the Corporation shall be THE ELOGE FOUNDATION, INC. The initial principal office and mailing address of the Corporation shall be 4086 Plumbago Place, Lantana, Florida 33462. The name and business address of the Incorporator is Eloge Ford, 4086 Plumbago Place, Lantana, Florida 33462.

ARTICLE II

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This Corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III

Purposes

The principal objectives and purposes for which this Corporation is formed are as follows:

A. To establish a not for profit organization for the purpose of providing education and awareness to the public about education counseling, vocational education opportunities, citizenship responsibilities, and about reducing bullying, gang involvement, drop-out rates, and teen pregnancies, i.e. the Educational Activities; to conduct the Educational Activities to the public, and to provide educational scholarships and to raise money to conduct the Educational Activities through donations, charitable contributions and other fund raising functions, to ultimately provide physical structures to house schools and training centers for the purposes of providing and conducting the Educational Activities to the disadvantaged children and students with an emphasis on the educationally disadvantaged minority children of South Florida, and for related purposes ancillary thereto.

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B. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and education within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter the "Code") or the corresponding provision of any future United States internal revenue law.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation may be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes set forth in this article.

D. 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, or in opposition to, any candidate for public office.

E. Notwithstanding any other provisions of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provisions of any future United States internal revenue law.

ARTICLE IV

Stock; Membership

This Corporation shall be organized on a nonstock basis and shall not issue shares of stock. The Corporation shall have no members, unless one or more classes of membership are created in the bylaws approved by the Board of Directors.

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 Corporation shall have at least three (3) directors or such lesser number as may be allowed by applicable law. The number of directors herein provided for may be changed pursuant to Florida Statutes by a bylaw duly adopted by the Board of Directors. Directors shall be elected annually in accordance with the bylaws of the Corporation.

B. **Officers.** The officers of this Corporation may be a president, secretary and treasurer. Other offices and officers may be established or appointed by the Board of Directors of the Corporation at any regular or annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the term of office, and the manner of removing officers shall be as set forth in the bylaws.

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C. **Committees.** The Corporation shall have such standing and other committee as may be set forth in the Corporation's bylaws or as may be appointed from time to time by the Board of Directors or officers of the Corporation.

ARTICLE VI

Registered Agent

The name of the Corporation's initial registered agent and location of its initial registered office in the State of Florida are: NRAI Services, Inc., 515 East Park Avenue, Tallahassee, FL 32315.

ARTICLE VII

Bylaws

Bylaws, hereafter adopted shall govern the affairs of the Corporation. Such bylaws may be amended, altered, rescinded or replaced, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on all members if any, of the Corporation.

ARTICLE VIII

Amendment of Articles

Amendments to these Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the Directors then in office.

ARTICLE IX

Indemnification and Limitation of Liability

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law. The private property of any member, officer or director shall not, unless otherwise provided by the law, be subject to the payment of the corporate debts to any extent whatsoever.

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ARTICLE X
Dissolution

Upon dissolution of the organization, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any internal revenue law, to any organization with a similar Section 501(c)(3) exempt purpose as determined by the Corporation's last Board of Directors. If no such organization shall exist in the opinion of the last Board of Directors, then distribution shall be made to any Section 501(c)(3) organization. If none shall be selected by the Board of Directors, then to a federal, state or local government or governmental agency for a public purpose. 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. No assets shall inure to the private benefit of any person.

IN WITNESS WHEREOF, the undersigned subscriber makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true effective the 27th day of July, 2012.


FORD ELOGE, Subscriber / Incorporator**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated Corporation, at the place designated in these Articles, the undersigned hereby accepts this appointment and agrees to act in such 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.


MICHELE HOLDEN, Assistant Secretary
NRAI Services, Inc.

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