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CORPORATION SERVICE COMPANY*

ACCOUNT NO. : I20000000195

REFERENCE : 470223 4300A

AUTHORIZATION :

COST LIMIT : \$70.00 *gk*

ORDER DATE : December 21, 2012

ORDER TIME : 10:30 AM

ORDER NO. : 470223-005

CUSTOMER NO: 4300A

DOMESTIC FILING

NAME: MIZZEN FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 52956

EXAMINER'S INITIALS: _____

12 DEC 21 AM 8:05

**ARTICLES OF INCORPORATION
OF
MIZZEN FOUNDATION, INC.
(A Corporation Not for Profit)**

THE UNDERSIGNED, acting as incorporator of a corporation, being a natural person of the age of 21 years or more and a citizen of the United States, pursuant to Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

MIZZEN FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall be:

**175 S.W. 7th Street
Suite 3004
Miami, Florida 33130**

ARTICLE III - PURPOSE

1. The corporation is organized on a non-stock basis exclusively for charitable, scientific, literary, religious, and educational purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and hereafter amended (the "Code"), and the corporation shall have such powers as are necessary or proper to accomplish such purposes.

2. 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 Code Section 501(c)(3), (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or (c) by a not for profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and contributions in furtherance of the purposes set forth in this article.

4. 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.

5. The corporation, during any period when it is a "private foundation" under Code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941(a), (2) retain any excess business holdings as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943(a), (3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944 so as to give rise to any liability for the tax imposed by Code Section 4944, (4) make any taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a), or (5) fail to distribute, for the purposes specified in these articles, for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

ARTICLE IV - MEMBERS

The provision for qualification of members, classes of members, and the manner of their admission shall be provided in the bylaws.

ARTICLE V - BOARD OF DIRECTORS

1. The corporation shall be managed by the Board of Directors. This corporation shall have (3) directors who will be designated as a board of directors. The number of directors may be varied from time to time, by the bylaws.

2. The directors do not have to be members of the corporation

3. The directors shall be elected and hold office in accordance with the bylaws.

4. The name and address of the persons who are to serve as the initial directors of the corporation are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------------|---|
| Kenneth P. Backes | 175 S.W. 7 th Street Suite 3004 Miami, Florida 33130 |
| Gladys Maria Delgado | 175 S.W. 7 th Street Suite 3004 Miami, Florida 33130 |
| Stephen E. Laino | 175 S.W. 7 th Street Suite 3004 Miami, Florida 33130 |

12 DEC 21 AM 8:05

ARTICLE VI - REGISTERED AGENT

The name and street address of the initial registered agent shall be:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Kenneth P. Backes | 175 S.W. 7 th Street Suite 3004 Miami, Florida 33130 |

ARTICLE VII - INCORPORATOR

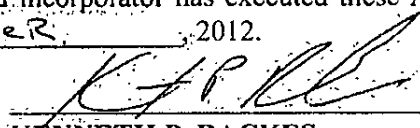
The name and street address of the incorporator of these Articles of Incorporation shall be:

| | |
|-------------------|---|
| Kenneth P. Backes | 175 S.W. 7 th Street Suite 3004 Miami, Florida 33130 |
|-------------------|---|

ARTICLE VIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt organizations described in Code Sections 501(c)(3) and 170(c)(2) or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of December, 2012.


KENNETH P. BACKES,
Incorporator

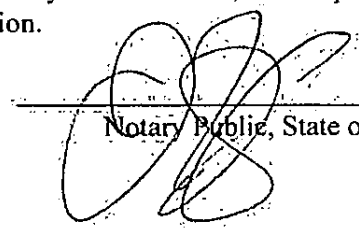
STATE OF FLORIDA)
): SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 20th day of December, 2012, by **KENNETH P. BACKES**, who is personally known to me, or has produced (type of i.d.) Florida driver's license as identification.

3220-51572129-0



JORGE I.G. del VALLE
NOTARY PUBLIC
STATE OF FLORIDA
Comm# DD0938504
Expires 11/5/2013


(SEAL)
Notary Public, State of Florida

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

12 DEC 21 AM 8:05

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **MIZZEN FOUNDATION, INC.**
2. The name and address of the registered agent and office is:

KENNETH P. BACKES
P.O. BOX NOT ACCEPTABLE

175 SW 7th Street, Suite 3004, Miami, FL 33130

(CITY/STATE/ZIP)

SIGNATURE 
(corporate officer) (Incorporator)

TITLE Incorporator

DATE 12/20/12

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE 12/20/12

REGISTERED AGENT FILING FEE: \$35.00