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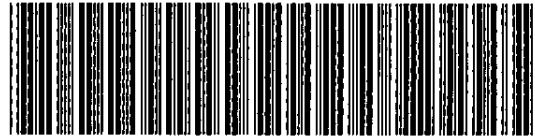
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STATE
13 JAN 29 PM 1:26
JAN 29 2013

1/30/13

COVER LETTER

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

SUBJECT: The SAILS Institute, 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: John L. Marro, Esq.
Name (Printed or typed)

4218 NE 2nd Avenue
Address

Miami, FL 33137
City, State & Zip

352-284-4882
Daytime Telephone number

SAILS.Institute@gmail.com
E-mail address: (to be used for future annual report notification)

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

13 JAN 29 PM 1:26

RECEIVED
DIVISION OF CORPORATIONS
JAN 29 2006

ARTICLES OF INCORPORATION

OF

THE SAILS INSTITUTE, INC.

(a corporation not-for-profit)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: The SAILS Institute, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the corporation is:

4218 NE 2nd Avenue
Miami, Florida 33137

ARTICLE III - DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized and shall operate exclusively for charitable, educational, cultural and scientific and/or literary purposes, as more fully set forth below, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. Furthermore, this corporation may engage only in activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. This corporation is not organized and shall not be operated for profit. In furtherance of its exempt purpose, the

corporation shall promote, establish, conduct, and maintain activities in its own behalf and it may contribute to or otherwise assist other corporations, organizations, and institutions carrying on exempt activities.

- A. To provide support, advocacy, life skills, and exceptional counseling services for lesbian, gay, bisexual, transgender and questioning ("LGBTQ") young people, up through the age of 24, in a comfortable and productive environment. Such support will include counseling services that reflect independence, dignity, choice, and privacy, while individually meeting the needs of LGBTQ young people in the South Florida community.
- B. To educate and teach LGBTQ young people basic life skills and integrate their identity through strength based counseling. The counseling and education provided to LGBTQ young people in the program will focus on protecting against risk factors, addressing physical and mental health, and developing life skills including but not limited to communication skills building, integration of LGBTQ identity, relationship and sex education, HIV, AIDS, and STD education, and basic financial skills.
- C. To identify positive resources and sources of support that may exist in LGBTQ young peoples' families and communities, and incorporate those resources into the transitional process.

ARTICLE V – LIMITATIONS

No part of the income or principal of the corporation shall inure to the benefit of, or be distributable to, its members, officers, trustees, or other private persons, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in

Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal. The corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, reimbursements, 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 or in opposition to any candidate for public office.

Notwithstanding any other provision of the 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 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 the corresponding section of any future federal tax code.

ARTICLE VI – DISSOLUTION/ASSET DISTRIBUTIONS

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 state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the corporation is located, exclusively for such exempt purposes or to such

organizations, as the Court shall determine, which are organized and operated exclusively for such exempt purposes.

ARTICLE VII - MANAGEMENT

A Board of Directors of at least three (3) members, who shall elect a President, a Vice President, a Secretary and a Treasurer, shall manage the affairs of this not-for-profit corporation. The elected officers, together with such other officers or boards as may be designed in the Bylaws of the corporation, shall run the day-to-day operation of the organization. The Board of Directors shall be elected every two years by the members of the corporation in a manner prescribed in the Bylaws of the corporation.

ARTICLE VIII - REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is:

Northwest Registered Agent, LLC
3030 North Rocky Point Drive
Suite 150A
Tampa, Florida 33607

I hereby accept appointment as registered agent and to accept service of process for the above named corporation and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of registered agent.



Dan Keen

Dan Keen - Manager

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OF FLORIDA
SECRETARY OF STATE

ARTICLE IX – MEMBERS

The qualifications and manner of admittance shall be prescribed by the Bylaws of the corporation. The Bylaws may provide for the division of the membership in classes or groups. The qualification of membership set forth in the Bylaws shall not discriminate on the basis of race, creed or color.

ARTICLE X – INCORPORATOR

The name and address of the original incorporator signing these Articles is:

John L. Marro, Esquire
Marro Law, P.A.
P.O. Box 610164
North Miami, Florida 33261

ARTICLE XI – INITIAL OFFICERS/DIRECTORS

The initial officers and/or directors of the corporation are:

Title: P/D
Rafiah Prince
4218 NE 2nd Avenue
Miami, Florida 33137

Title: VP/D
Denise Fournier
4218 NE 2nd Avenue
Miami, Florida 33137

Title: T/D
John L. Marro, Esquire
4218 NE 2nd Avenue
Miami, Florida 33137

Title: S/D
Meaghan K. Marro, Esquire
4218 NE 2nd Avenue
Miami, Florida 33137

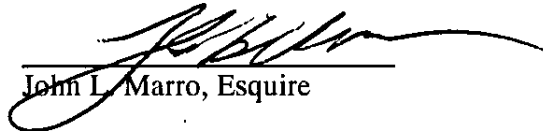
ARTICLE XII – BYLAWS

The Bylaws of this corporation shall be made by the Board of Directors of the corporation, and may only be adopted, altered, rescinded or amended in whole or part, by a majority affirmative vote of the Board at any special meeting where such action has been announced in the call and notice of said meeting.

ARTICLE XIII – AMENDMENTS


The Board of Directors of the corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto by a three fourths (3/4) vote of the then members of the Board.

IN WITNESS WHEREOF, the undersigned Director/Treasurer has executed these Articles of Incorporation this 24th day of January, 2013.


John L. Marro, Esquire

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 24th day of January 2013, by John L. Marro, Director/Treasurer, who is (☒) personally known to me or who has () produced _____ as identification.


NOTARY PUBLIC
NOTARY PUBLIC-STATE OF FLORIDA
Bernice J. Hohne
Commission # DD963017
Expires: FEB. 26, 2014
BONDED THRU ATLANTIC BONDING CO., INC.

My Commission Expires:

13 JAN 29 PM 1:26
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NOTARY PUBLIC
STATE OF FLORIDA
BROWARD COUNTY