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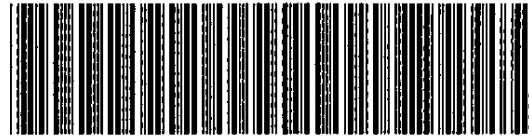
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TALLAHASSEE, FLORIDA

K 12/04/13

COVER LETTER

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

SUBJECT: Exceptional Ventures 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: Manuel Quiroga

Name (Printed or typed)

9341 NE 9th Ave

Address

Miami Shores, FL 33138

City, State & Zip

786-897-3734

Daytime Telephone number

mrqueou812@aol.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

EXCEPTIONAL VENTURES INC

A FLORIDA NOT FOR PROFIT CORPORATION

In compliance with Chapter 617, Florida Statutes (Not for Profit)

Article I

Name

The name of this corporation shall be: Exceptional Ventures INC

Article II

Principal Office

The principal place of business and mailing address shall be 9341 NE 9th Ave., Miami Shores FL 33138.

Article III

Purpose

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (C) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

More specifically, this corporation is organized to support young adults with ASD, Autism Spectrum Disorder by providing or facilitating the following, including but not limited to: (i) employment within the community; (ii) jobs skills training; (iii) independent living skills.

The property of this corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of the corporation shall inure to the benefit of, or be distributed to any director, officer, trustee, member or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 publication or distribution of statements) any political campaign in behalf of or in opposition to any candidate for public office.

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Nonwithstanding 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 of federal income tax under section 501 (c)(3) of the internal revenue code, or the corresponding section of any future federal tax code; (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; or (c) under the provisions of Chapter 617 of the Florida Not For Profit Corporation Act.

Article IV

Directors

- (a) Number. The corporation shall have six (6) directors. The number of directors may be increased or diminished from time to time, but shall never be less than three (3). Directors shall be appointed by a majority of the existing directors. After the initial terms have expired the term of appointment shall be for two years.
- (b) An executive director or manager may be appointed and receive reasonable compensation for their duties but will not vote or be a member of the board of directors.
- (c) Compensation of employees, vendors and contractors will be determined by the board using good governance and sound business practices. Public advertising and soliciting bids from multiple sources shall be required except where the amount of the expenditure is so small as to make this process impractical.
- (d) Records of information used concerning bids and other compensation issues will be maintained.
- (e) Directors shall not be compensated.

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Article V

Directors: The names, street addresses and terms of the members of the initial board of directors is as follows:

Name	Address
Manuel Quiroga President Two year term	9341 NE 9 th Ave. Miami Shores, FL 33138
Dina Cellini Vice president Two year term	211 Bal Cross Dr. Bal Harbour, FL 33154
Daniel Serrano Treasurer One year term	20200 W. Country Club Dr. Aventura, FL 33180
Mercedes Quiroga Secretary One year term	9341 NE 9 th Ave. Miami Shores, FL 33138
Sean Clancy Director One year term	211 Bal Cross Dr. Bal Harbour, FL. 33154
Liliana Rancati Director One year term	20200 W. Country Club Dr. Aventura, FL 33180

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Article VI

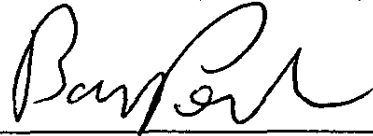
Name and Office of Registered Agent

- (a) The name and address of the initial registered agent and office of this corporation is as follows:

Barry Perl
9405 N. Miami Ave.
Miami Shores, FL 33138

- (b) In compliance with Section 617.0501, Florida Statutes, the following statement is submitted:

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 further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Barry L. Perl, M.S.M.
Registered Agent

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Article VII

Incorporator

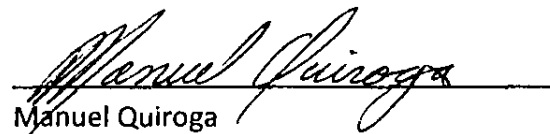
The name and street address of the Incorporator signing these Articles of Incorporation is:

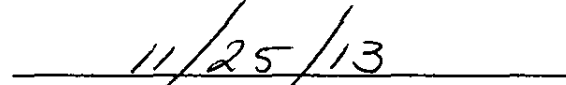
Name

Manuel Quiroga

Address

9341 NE 9th Ave. Miami Shores, FL 33138


Manuel Quiroga
Incorporator


Date

Article VIII

Terms of Existence

The duration of the corporation shall be perpetual.

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Article IX

Records

- (a) Records of all foundation business will be kept by the secretary and treasurer.
- (b) The secretary will be keep minutes of all directors' meetings at which foundation business is conducted. The minutes will include a record of how each director voted on all motions including compensation issues.
- (c) The treasurer will keep all necessary and appropriate financial records to comply with federal and state filing requirements and good governance.
- (d) Annual federal and state reports will be available to the public upon request.

Article X

Dissolution

Upon the dissolution or winding down of the Corporation, any assets remaining after payment of debts and liabilities shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501 (c)(3) of the Internal Revenue Code. Alternatively, assets may be distributed to the federal Government or to a state or local government for a public purpose.

Article XI

Conflict of interest policy

Conflict of interest policy – the foundation adopts the sample conflict of interest policy published in the instructions to Form 1023 Appendix A incorporated herein by reference to and attachment to these articles of incorporation.

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**Exceptional Ventures
Conflict of Interest Policy
(attachment to articles of incorporation)**

Paragraph I - Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Paragraph II - Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Paragraph III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Paragraph III - Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Paragraph IV - Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Paragraph V - Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Paragraph VI - Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Paragraph VII - Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Paragraph VIII - Use of Outside Experts

When conducting the periodic reviews as provided for in Paragraph VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

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