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## COVER LETTER

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

SUBJECT: TechOn Charities, 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: Michael T. Ross, Esq.  
Name (Printed or typed)

66 West Flagler Street, Suite 210  
Address

Miami, Florida 33130  
City, State & Zip

786-657-6844  
Daytime Telephone number

michael@flc-law.com  
E-mail address: (to be used for future annual report notification)

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

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**ARTICLES OF INCORPORATION FOR  
TECHON CHARITIES, INC., A FLORIDA NON-PROFIT  
CORPORATION (in compliance with Chapter 617, Florida Statutes)**

**ARTICLE I**

The name of the corporation is **TechOn Charities, Inc.**

**ARTICLE II - PRINCIPAL OFFICE**

The street address of the principal place of business is:

66 West Flagler Street, Suite 210  
Concord Building, Second Floor  
Miami, Florida 33130

**ARTICLE III - PURPOSE**

The purposes for which this corporation is formed are:

- A. To recycle and refurbish used technology (computers, laptops, tablets, phones, etc.) and to provide this technology for free or low cost to low-income individuals and charitable organizations;
- B. To provide essential technological skills to individuals through education and training so as to enable them to gain necessary life and job skills needed in today's society;
- C. To promote recycling and reuse of technological resources;
- D. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code;
- E. To operate in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code; and,
- F. To receive, hold, invest, and administer property and to make expenditures for the aforementioned purposes.

**ARTICLE IV - MANNER OF ELECTION**

The manner in which the directors are elected and appointed is as follows:

- A. **Qualifications.** The voting members of this corporation are the Board of Directors.

- B. **Number.** The Board of Directors shall consist of four (4) persons.
- C. **Nominations.** All nominees to the Board of Directors shall be recommended by a current Director.
- D. **Election.** The Board of Directors shall be elected at the Annual Meeting of the Corporation or, if such meeting is not held or if a vacancy occurs, at a special meeting of the members called for such purpose. Candidates, to be elected, must receive a plurality of the votes cast. A valid election requires that at least three-fourths (3/4ths) of the voting members cast a vote. In the event of a tie vote, or in the event the required number of votes is not received, the incumbent Director shall continue to serve for another term.
- E. **Term.** The terms of each Director shall be for three (3) years. Upon expiration of the Director's term, he or she shall continue to serve as a Director until a successor is elected, he or she resigns or is removed from office, or until death. A Director may be removed from office for cause by an affirmative vote of three-fourth (3/4ths) of all Directors.
- F. **Vacancies.** A Director, by notice in writing to the Board of Directors, may resign at any time. Should the office of a Director become vacant due to death, resignation, or removal from office, the Board of Directors shall appoint a replacement who shall serve for the remainder of the vacating Director's term.

#### ARTICLE V - INITIAL OFFICERS & DIRECTORS

The following persons are the initial officers and directors:

- A. **Initial Directors.** The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

**Michael T. Ross, Esq.**  
66 West Flagler Street, Suite 210  
Concord Building, Second Floor  
Miami, Florida 33130

**Yana Boldina**  
66 West Flagler Street, Suite 210  
Concord Building, Second Floor  
Miami, Florida 33130

**Robert J. Crooke**  
66 West Flagler Street, Suite 210  
Concord Building, Second Floor  
Miami, Florida 33130

**Ingrid Rodriguez**  
66 West Flagler Street, Suite 210  
Concord Building, Second Floor  
Miami, Florida 33130

- B. Initial Officers.** The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

**Michael T. Ross, Esq., President**  
66 West Flagler Street, Suite 210  
Concord Building, Second Floor  
Miami, Florida 33130

**Yana Boldina, Treasurer**  
66 West Flagler Street, Suite 210  
Concord Building, Second Floor  
Miami, Florida 33130

**Robert J. Crooke, Secretary**  
66 West Flagler Street, Suite 210  
Concord Building, Second Floor  
Miami, Florida 33130

#### **ARTICLE VI - REGISTERED AGENT**

The name and street address of the registered agent is:

**Michael T. Ross, Esq.**  
66 West Flagler Street, Suite 210  
Concord Building, Second Floor  
Miami, Florida 33130

#### **ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator is:

**Michael T. Ross, Esq.**  
66 West Flagler Street, Suite 210  
Concord Building, Second Floor  
Miami, Florida 33130

#### **ARTICLE VIII - DISSOLUTION OF CORPORATION & DISTRIBUTION OF ASSETS**

**Section 1. Dissolution.** No part of the net income, revenue, and grants of the Corporation shall inure to the benefit of any member, officer, or any private individual (except that reasonable compensation may be paid for services rendered in connection with one or more of its purposes), and no member, officer or any private individual shall be entitled to share in the distribution of any part of the assets of the Corporation. In its dissolution or liquidation, the assets and the records for the Corporation, after payment of debts and obligations, shall be transferred to an organization with federal tax exemption for charitable and educational uses and purposes similar to those of the Corporation or to a state or local government for public purposes. The exempt organization shall be designated by the final Board of Directors.

**Section 2. Distribution of Assets.** The affirmative vote of all of the Directors at the annual meeting of Directors or at a special meeting of Directors shall be required to adopt or approve the

distribution of the Corporation. Notice of the meeting, at which any such action is to be considered, shall set forth the subject of the action or actions to be approved.

**Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity**



Required Signature of Registered Agent

1-10-14

Date

**I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.**



Required Signature of Incorporator

1-10-14

Date

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