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FLORIDA PROFIT/NON PROFIT CORPORATION
YOUTH AGAINST BREAST CANCER, INC.

Certificate of Status	0
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STATE OF FLORIDA
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**ARTICLES OF INCORPORATION OF
YOUTH AGAINST BREAST CANCER, INC.**

ARTICLE I - CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of the Corporation shall be: YOUTH AGAINST BREAST CANCER, INC.
The principal office and mailing address of this Corporation is: 806 S. Douglas Road, Suite 625,
Coral Gables, Florida 33134.

ARTICLE II - CORPORATE NATURE

This is a nonprofit corporation, organized solely for general educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III - CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV - CORPORATE PURPOSES

The Corporation aims to stimulate young minds to cooperatively raise funds and awareness for the purpose of finding a cure for breast cancer. The Corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, which purposes shall include the acceptance from any party, from time to time, of contributions and the deriving of income there from to be used or applied exclusively for charitable, scientific, literary, religious or educational purposes. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign for or on behalf of any candidate for public office.

During any period that the Corporation is a private foundation, as defined by section 509(a) of the Internal Revenue Code, the Corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942(a); (2) not engage or be involved in any act of self-dealing, as defined in section 4941(d), so as to give rise to any liability for the tax imposed by section 4941(a); (3) not retain any excess business holdings as defined in section 4943(c), so as to give rise to any liability for the tax imposed by section 4943(a); (4) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944, so as to give rise to any liability for the tax imposed by section 4944(a); and (5) not make any taxable expenditures, as

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defined in section 4945(d), so as to give rise to any liability imposed by section 4945(a). Unless otherwise indicated, as used in this Article IV and hereinafter in these Articles of Incorporation, all section references are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

ARTICLE V - CORPORATE POWERS

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article IV.

ARTICLE VI - CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE VII - MEMBERS

The qualification for members and the manner of their admission shall be regulated by the Bylaws of the Corporation, which may establish different classes of membership and may limit voting rights to one or more of such classes.

ARTICLE VIII - BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

The Board of Directors of the Corporation, set forth below, shall hold office until the first annual meeting of members and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

<u>Director</u>	<u>Address</u>
Elena Lopez	806 S. Douglas Road, Suite 625, Coral Gables, Florida 33134.
Elena Bueno Lopez	806 S. Douglas Road, Suite 625, Coral Gables, Florida 33134.
Pedro Francisco Lopez	806 S. Douglas Road, Suite 625, Coral Gables, Florida 33134

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ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended by majority vote of the voting members of the Corporation in accordance with the procedures provided by Chapter 617, Florida Statutes. Such action may be taken by the voting members present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or by the voting members without a meeting if a consent in writing, signed by the voting members whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those members who have not consented in writing.

ARTICLE X - DISSOLUTION

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under sections 170, 2055, or 2522 of the Internal Revenue Code as applicable, or to the federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

ARTICLE XI - REGISTERED OFFICE AND REGISTERED AGENT

The address of the Registered Office of the Corporation is 806 S. Douglas Road, Suite 625, Coral Gables, Florida 33134, and the name of the Registered Agent at such address is Rafael A. Perez.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator is Rafael A. Perez, 806 S. Douglas Road, Suite 625, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation as of the 28th day of July 2014.


Rafael A. Perez, Incorporator

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ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts the appointment as registered agent of **YOUTH AGAINST BREAST CANCER, INC.**, a Florida not for profit corporation, and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act and the Florida Not For Profit Corporation Act. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Date: July 28, 2014


Rafael A. Perez, Registered Agent

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