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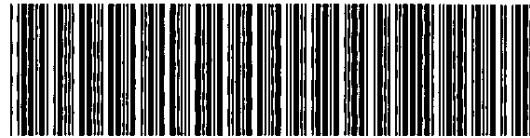
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**PEACE OF CAKE, INC.**

**c/o Ms. Robin Matusow, M. Ed., President**

2100 Sans Souci Blvd., #602

North Miami, FL 33181

(305) 332-9540

[robin@disabilityeducationalconsultants.com](mailto:robin@disabilityeducationalconsultants.com)

August 15, 2014

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

RE: Peace of Cake, Inc.  
For establishing a Non-Profit Corporation

The enclosed **original and a copy** of the signed Articles of Incorporation, a **copy of the signed original** Articles of Incorporation for certification, and a **money order** to cover the **\$ 87.50 fees** (made payable to the **Florida Department of State**) are submitted for filing. A **stamped self-addressed envelop**, is enclosed for your convenience as well.

This \$87.50 fee will cover the Filing Fee (35.00), Designation of Registered Agent (35.00), a Certified Copy (\$8.50), and Certificate of Status (\$8.50) for a total of \$87.50.

Please return all correspondence concerning this matter to the following:

**PEACE OF CAKE, INC.**

**c/o Ms. Robin Matusow, M. Ed., President**

2100 Sans Souci Blvd., #602

North Miami, FL 33181

E-mail to be used for future annual report notification:

[robin@disabilityeducationalconsultants.com](mailto:robin@disabilityeducationalconsultants.com)

For further information concerning this matter, please call:

**Ms. Robin Matusow**

**Cell Phone: (305) 332-9540**

Thanks in advance for your prompt handling of this request.

Sincerely,



**Ms. Robin Matusow, President**  
**Enc. 5**

## Articles of Incorporation for PEACE OF CAKE, INC.

Robin Matusow, President of the Board of Directors hereby submits the Articles of Incorporation for **Peace of Cake, Inc., a Florida not-for-profit corporation**, adopted with the approval of Peace of Cake's full Board:

**Article I:** The name of the corporation is: **Peace of Cake, Inc.**

**Article II:** The principal place of business in the state of Florida,  
City of North Miami, Miami-Dade County is:  
**2100 Sans Souci Blvd., Unit # 602, Miami, FL 33181**

The mailing address of the corporation is:  
**Peace of Cake, Inc.  
c/o Ms. Robin Matusow, President  
2100 Sans Souci Blvd., Unit # 602, Miami, FL 33181**

**Article III:** Corporation Duration The Corporation shall have perpetual existence.

**Article IV:** Statement of Intent and Purpose

Peace of Cake, Inc. is organized exclusively for charitable and educational purposes that qualify this not-for-profit corporation as an exempt organization under section 501 (c)(3) of the Internal Code or the corresponding section of any future federal tax code. Specifically, the purposes of this not-for-profit corporation are:

1.	To encourage, support, innovate, and develop skills by providing specialized educational programs (i.e. baking and sugar arts curriculum) for youth and adults with low skills and/or disabilities. Secondly, to provide specialized education in self employment opportunities (i.e. entrepreneurship: starting up and growing small businesses); providing management support (to small business owners); and/or other job opportunities to be found in small business arena.
2.	Using community outreach methodologies to alert and encourage youth and adults with low skills and/or disabilities to actively seek out and train for self employment and/or employment opportunities in small business environments (i.e in single-owner and corporate baking/sugar arts environments).
3.	Serve as outreach and/or consulting entity to non-profit and for-profit educational facilities that express interest in reproducing our specialized program in other locations world-wide.
4.	Advocate for PWDs to increase awareness and compliance with federal standards specified by U S Justice Department <u>ADA (Americans with Disabilities Act) Guidelines especially in areas of non-compliance hurting the PWDs' ability to access jobs in business environments and/or establish/grow small businesses.</u>
5.	To expand the financial resources of Peace of Cake, Inc. educational programs to enable the provision of services to qualified individuals residing in the tri-county area of Miami-Dade, Broward, and Monroe. Activities will include receiving donations, engaging in fundraising events, seeking eligibility for and receipt of local, state, and/or federal funding, as well as private funding, and to be the beneficiary of lifetime and testamentary gifts.

**Articles of Incorporation (cont'd.)**  
**For PEACE OF CAKE, INC.**

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**Article V: Powers of the Corporation**

Solely for the above purposes, this Corporation shall have the following powers:

1.	To accept, acquire, receive, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real or personal, of whatever nature or description and wherever situated;
2.	To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law; and
3.	To invest or reinvest its funds in such stocks, bonds, debentures, mortgages, or other investments or securities and property as its Board members shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift; and
4.	In general to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the Corporation purposes, subject to such limitations as are, may be prescribed by law.

**Article VI:**

As of the By-Laws to be established in January 2015, the manner in which Board of Directors serve will be changed from appointed to elected. Beginning in January 2015, By-Laws will reflect that Board Officers shall be elected bi-annually by majority vote of the Board of Directors beginning in January 2017.

**Article VII:** The Florida street address of the Registered Agent is:

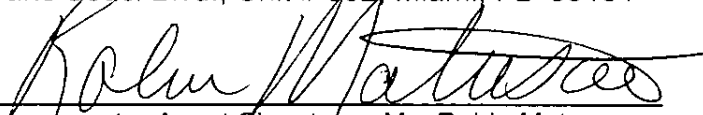
Ms. Robin Matusow, President  
Peace of Cake, Inc.  
2100 Sans Souci Blvd., Unit # 602, Miami, FL 33181

I certify that I am familiar with and accept responsibilities of Registered Agent.

  
Registered Agent Signature: Ms. Robin Matusow

**Article VIII:** The name and mailing address of the Incorporator is:

Ms. Robin Matusow, President  
Peace of Cake, Inc.  
2100 Sans Souci Blvd., Unit # 602, Miami, FL 33181

  
Incorporator Agent Signature: Ms. Robin Matusow

**Articles of Incorporation (cont'd.)  
For PEACE OF CAKE, INC.**

**8/15/2014**

**Article IX: Board of Directors**

This Corporation shall initially have five (5) Directors. The affairs of the Corporation shall be managed by this Board of Directors. The number of Directors may be increased to no more than twenty-five (25) and in no event shall there ever be fewer than three (3) as to be provided for in the By-Laws to be finalized in January 2015. As of August 15, 2014, the current director(s) names, offices held, and addresses are:

Add	Title	Name	Address
1) President/Director	P/D	Robin Matusow	2100 Sans Souci Blvd, #602 North Miami, FL 33181
2) Vice President, Director	VP/D	Pedro A. Diaz	7210 S W 39 Street Miami, FL 33155
3) Treasurer, Director	T/D	Pablo De La Pava	9022 S W 123 Court, Apt. O 305 Miami, FL 33186
4) Secretary, Director	S/D	Patricia M. O'Reilly	c/o FITD, Inc./at CILSF 6660 Biscayne Blvd., 2 <sup>nd</sup> Floor Miami, FL 33138
5) Director	D	Nhora De La Pava	9022 S W 123 Court, Apt. O 305 Miami, FL 33186

**Article X: Limitations on Distribution of Corporate Liquid Assets:**

No part of the net earnings, income, or principal of the corporation shall inure to the benefit of, or be distributable to any director, officer, board members, trustees, staff, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

**Article XI: Propaganda:**

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.

**Article XII: Activity Limitations:**

Notwithstanding any other provision of these articles, the corporation shall not, except to an unsubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and additionally, 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 XIII: Conflict of Interest**

Each member of the Board of Directors and the staff of the corporation has a duty of loyalty to the corporation. The duty of loyalty requires a director or staff member to prefer the interests of the corporation over the director's/staff's interest or the interests of others. In addition, directors and staff of the corporation shall avoid acts of self-dealing which may adversely affect the tax-exempt

**Articles of Incorporation (cont'd.)  
For PEACE OF CAKE, INC.**

8/15/2014

status of the corporation or cause there to arise any sanction or penalty by a governmental authority. A fully formed Conflict of Interest Policy will be located in the corporation's By-Laws to be finalized in January 2015. The items covered in this Policy will include purposes, definitions, records of proceedings, compensation, annual statements, periodic reviews, use of outside experts, and an acknowledgement of receipt. All board members and staff will be receive a copy of this Policy and be required to sign a statement acknowledging their review of this Policy. The executed statement will be kept in the permanent files of the corporation.

**Article XIV: Dissolution of Corporation**




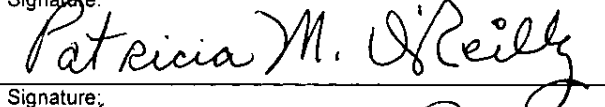
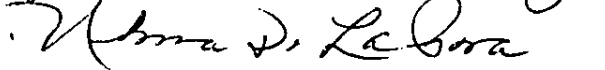
Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payments of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose of the Corporation in such a manner, or to such an organization or organizations for educational, religious, or scientific purposes which qualify as an exempt organization or organizations under Sections 501(c)(3) of the Internal Revenue code of 1986 (or the corresponding provisions of any future U. S. Internal Revenue Law), as the Directors of the Board shall determine.

Lastly, any of such assets not so disposed of, shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such an organization or organizations as said Court shall determine, which are organized and operated exclusively for such a public purpose or purposes.

**Article XV: Amendments**

Once the By-Laws have been finalized and approved by the entire Board (Jan. 2015), these Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that advance notice of the intention to submit amendments at said meeting shall have been given as provided by the bylaws.

In witnesses whereof, we have hereunto subscribed our names this 15th day of August 15, 2015 indicating that we have approved these Articles of Incorporation.

Signature: 	<b>Robin Matusow, President, Board Member</b>
Signature: 	<b>Pedro A. Diaz, Vice President, Board Member</b>
Signature: 	<b>Pablo De La Pava, Treasurer, Board Member</b>
Signature: 	<b>Patricia M. O'Reilly, Secretary, Board Member</b>
Signature: 	<b>Nhora De La Pava, Treasurer, Board Member</b>

Articles of Incorporation (cont'd.)  
For PEACE OF CAKE, INC.

8/15/2014

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NOTARY PUBLIC  
STATE OF FLORIDA

STATE OF FLORIDA )

COUNTY OF Miami-Dade )

The foregoing instrument was sworn to/affirmed before me this 15<sup>th</sup>  
Day of August 2014, by Robin Matusow, President / Board Member,  
Incorporator, Registered Agent of Peace of Cake, Inc. who personally  
appeared before me at the time of notarization, and who is personally  
known to me or has produced Identification (ID Type: Personally ).

NOTARY PUBLIC

SIGN: [Signature]

PRINT: Patricia Nespolini

NOTARY SEAL OR STAMP:



PATRICIA NESPOLINI  
MY COMMISSION # EE 105589  
EXPIRES: July 28, 2015  
Bonded Thru Budget Notary Services