

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
ANTIGUA SHARES FOUNDATION, INC.

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: ANTIGUA SHARES FOUNDATION, 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: Triad Professional Services, LLC
Name (Printed or typed)

1720 Windward Concourse, Ste. 390
Address

Alpharetta, GA 30005
City, State & Zip

770-777-2091
Daytime Telephone number

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
ANTIGUA SHARES FOUNDATION, INC.
(a Florida not-for-profit corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this Corporation shall be Antigua Shares Foundation, Inc. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation shall be 800 Cloughton Island Drive, Miami, FL 33131.

ARTICLE III

Purpose

The Corporation is a not-for-profit corporation, organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future federal tax code.

ARTICLE IV

Board of Directors

The manner in which the Board of Directors are elected or appointed shall be as stated in the Bylaws of the Corporation. The initial Board of Directors shall consist of the following three (3) persons:

- Gilbert Boustany
- Claudine E. Horsford
- F. Dawn Antonio

ARTICLE VI

Members

The Corporation shall have no members.

ARTICLE VII

Dissolution

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be

distributed to a not-for-profit 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 of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII
Restrictions

A. No 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 or engage in political activities of any kind.

B. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 Code, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, as amended, or corresponding sections of any future federal tax code.

C. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future federal tax code.

D. The Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future federal tax code.

ARTICLE IX
Registered Office; Registered Agent

The street address of the Corporation's registered office in the State of Florida is 1200 South Pine Island Road, Plantation, FL 33324, and the name of its registered agent at such office is National Registered Agents, Inc.

ARTICLE X
Incorporator

The name and address of the sole incorporator is Harry J. Friedman, Greenberg Traurig, P.A., 401 East Las Olas Boulevard, Suite 2000, Fort Lauderdale, FL 33301.

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 15th day of December, 2014.

Harry J. Friedman
Harry J. Friedman, Incorporator

REGISTERED AGENT CONSENT

Having been named as registered agent to accept service of process for the above referenced Corporation at the place designated herein, the undersigned confirms familiarity with and accepts the appointment as registered agent and agrees to act in this capacity.

National Registered Agents, Inc.

By: *Sharon Gray*
Sharon Gray
Assistant Secretary

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14 DEC 16 AM 9:25
CLERK OF SUPERIOR COURT
WILMINGTON, DE