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CATLIN SAXON FINK & KOLSKI, LLP

2600 DOUGLAS ROAD
SUITE 1003
CORAL GABLES, FLORIDA 33134-6143

(305) 371-9575

FAX (305) 371-8011

H. JAMES CATLIN, JR.
RETIRED

March 30, 2015

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Via Federal Express

Re: NWD Projects, Inc., a Florida not-for-profit corporation.

Ladies and Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation for NWD Projects, Inc., a Florida not-for-profit corporation, which are submitted for filing.

Also enclosed is my firm check for \$87.50, payable to Florida Department of State, which covers the filing fee and the cost of a certified copy and a certificate of status.

Please contact the undersigned if you have any questions regarding this filing.

Sincerely,



KYLE R. SAXON

ARTICLES OF INCORPORATION
OF

NWD PROJECTS, INC.

(A Not-For-Profit Corporation)

ARTICLE I - NAME AND ADDRESS

The name of the Corporation shall be **NWD PROJECTS, INC.**, with its principal place of business located at 6820 S.W. 65 Avenue, South Miami, Florida 33143.

ARTICLE II - PURPOSES

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III - MEMBERSHIP

The Corporation shall have not less than three (3) and not more than eleven (11) Directors, who shall be the members of the Corporation and shall be its Board of Directors (hereafter the "Board"). The qualifications, terms of office, and the manner in which a Director shall become a Director or be elected and continue in office shall be as follows:

(a) Initial Directors. The initial Directors of the Corporation and their addresses are:

Dale M. Andree	6820 S.W. 65 Avenue South Miami, Florida 33143
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Kyle R. Saxon	2600 Douglas Road, Suite 1003 Coral Gables, Florida 33134
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Kathryn Herring	18423 S.W. 88 Place Cutler Bay, Florida 33157
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(b) Additional Directors. Additional Directors may be elected to serve as Directors of the Corporation by majority vote of the then serving Directors. Each Director shall hold office until the annual meeting of the Board of Directors and until reelected or their successor is elected.

(c) Vacancies. If a Director shall not accept the office or under any circumstances shall cease to be a Director, the vacancy thus created may be filled by majority vote of the members of the Board of Directors.

(e) Removal. Any Director, whether now in office or hereafter elected, may be removed from office, with or without cause, by majority vote of the entire Board at any regular or special meeting of the Board.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Governing Body. The Board shall be the governing body of the Corporation.

Section 2. Quorum. The presence of a majority of the Directors shall be necessary at any meeting of the Board to constitute a quorum to transact business.

Section 3. No Remuneration. No Director shall receive or be entitled to receive from the Corporation any salary or remuneration of any kind, nature or character whatsoever for serving as a Director or as an officer of the Corporation, or for personal services in connection with the acquisition of property, material or equipment, but may be reimbursed by the Corporation for actual expenses incurred and authorized by the Board.

Section 4. Reports. Minutes of the meetings of the Board and the committees of the Board shall be kept. The minutes of the meetings of the Board and the committees of the Board shall be provided to each Director prior to the next regularly scheduled meeting of the Board.

Section 5. Directors' Liability. No Director shall be held liable or responsible for action taken by the Board acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for action taken by the Board in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken by the Board, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director, the Corporation shall indemnify and save such Director harmless. If any legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the Director being or having been a Director or an officer of the Corporation, or a director, or trustee or officer of any other corporation which the Director served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by such Director in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of such Director's duty to the Corporation. The Corporation shall, to the extent permitted under state and federal law, indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in the capacity of Director or as an officer of the Corporation, or in the capacity of a director, trustee or officer of any other corporation which such Director served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action suit or proceeding by judgment, settlement, conviction or upon a plea of nolle contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such

action was in the best interests of the Corporation or that such Director had reasonable ground for belief that such action was unlawful.

ARTICLE VI – OFFICERS

Section 1. Board Officers. The Board Officers of the Corporation shall be a Chairperson, a Vice Chairperson and a Secretary, each of whom shall be a Director.

Section 2. Election. Such Board Officers shall be elected at the annual meeting of the Board of Directors each year by the Directors in office at the time of the election, and shall take office immediately upon being elected.

Section 3. Term of Office. All such Board Officers shall hold office until the annual meeting of the Corporation and until their successors are elected and take office.

Section 4. Other Officers. A President and one or more Vice Presidents may be appointed by majority vote of the Directors.

Section 5. Removal Officers. Any Officer may be removed from office by majority vote of the entire Board at any regular or special meeting.

Section 7. Initial Officers. The initial officers shall consist of the following:

Dale M. Andree	Chairperson/President
Kyle R. Saxon	Vice Chairperson/Vice President
Kathryn Herring	Secretary/Vice President

ARTICLE VII - PROPERTY, FUNDS AND INCOME

No part of the property, funds or income of the Corporation shall be distributed to nor shall any part of the net income, if any, of the Corporation inure to the benefit of its Members, Directors, Board Officers or any other private individual.

ARTICLE VIII - LIQUIDATION OR DISSOLUTION

In the event of the liquidation or dissolution of the Corporation, its property and funds, after payment or provision for payment of its creditors, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or corresponding section of any

future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IX - POLITICAL ACTIVITY

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 X - BYLAWS

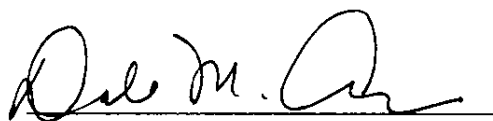
The Bylaws of the Corporation may be amended or rescinded as provided in the Bylaws.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to by majority vote of the entire Board at any regular or special meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same subject matter.

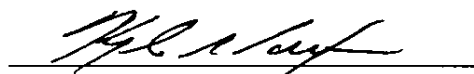
ARTICLE XII – INCORPORATORS

We, the undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a not-for-profit corporation under the laws of the State of Florida, and do submit these Articles of Incorporation and affirm that the facts stated herein are true. We are aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.


Dale M. Andree

Address

6820 S.W. 65 Avenue
South Miami, Florida 33143


Kyle R. Saxon

2600 Douglas Road, Suite 1003
Coral Gables, Florida 33134


Kathryn Herring

18423 S.W. 88 Place
Cutler Bay, Florida 33157

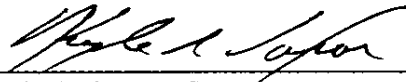
ARTICLE XIII - REGISTERED AGENT AND OFFICE

The registered agent and the street address of the registered office of this corporation are:

Kyle R. Saxon, Esq.
2600 Douglas Road, Suite 1003
Coral Gables, Florida 33134

REGISTERED AGENT' ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XIII of the foregoing Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Kyle R. Saxon, Esq.
Registered Agent
2600 Douglas Road, Suite 1003
Coral Gables, Florida 33134

FILED
15 MAR 31 PM 2:00
CLERK OF DISTRICT COURT
JULIA A. STEELE
TALLAHASSEE, FLORIDA