

NIS000004762

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100271716271

04/16/15--01010--003 **70.00

FILED
15 MAY 12 AM 8:18
TALLAHASSEE, FLORIDA

WHS-27369

COVER LETTER

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

SUBJECT: Who Are We, 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: Lewis J. Lautin
Name (Printed or typed)

21219 Lago Circle, H
Address

Boca Raton, FL 33433
City, State & Zip

954-444-7874
Daytime Telephone number

angela.lautin@yahoo.com
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 20, 2015

LEWIS J. LAUTIN
21219 LAGO CIR H
BOCA RATON, FL 33433

SUBJECT: WHO ARE WE, INC.
Ref. Number: W15000027369

*Revised
Articles
Attached*

We have received your document for WHO ARE WE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

→ Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Jessica A Fason
Regulatory Specialist II

Letter Number: 015A00007821

*Revision
enclosed*

RECEIVED
15 MAY 12 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WHO ARE WE, INC.

(A Florida corporation, not for profit)

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617 of the Florida statutes,
adopts the following Articles of Incorporation for such corporation:

ARTICLE I – NAME AND LOCATION OF PRINCIPAL OFFICE

The name of the corporation is: Who are We, Inc. a Florida corporation, not for profit.

The address of the initial principal office of the corporation is c/o Lewis J. Lautin, 21219 Lago Circle,
Unit H, Boca Raton, FL 33433

ARTICLE II – DURATION

This Corporation shall have perpetual existence, until dissolved by due process of law.

ARTICLE III – PURPOSE

To promote public awareness of the plight of the homeless and near homeless and the importance of
community food programs and to raise money for the benefit of same.

ARTICLE IV – DEDICATION AND DISTRIBUTION OF ASSETS

(1) No part of the net earnings of the corporation shall inure to the benefit of any Member,
Director, Or Officer of the corporation or any private individual (except that reasonable compensation
may be paid for services rendered to or for the corporation affecting one or more of its purposes) and

FILED
15 MAY 12 AM 8:18
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF PALM BEACH

no Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

(2) The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or place as the Board of Directors may designate from time to time by resolution.

(3) Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the operation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

(4) The names and addresses of such initial Members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lewis J. Lautin	21219 Lago Circle Unit H Boca Raton, FL 33433
Angela Lautin	21219 Lago Circle Unit H Boca Raton, FL 33433

ARTICLE VII – CORPORATE OFFICERS

(1) Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Secretary, and Treasurer, and may elect such other Officers as the Bylaws of the corporation may authorize, from time to time. Initially, such Officers are as follows:

Lewis J. Lautin, President

Angela Lautin, Vice President, Treasurer, and Secretary

(2) The Officers named herein as the first Officers shall hold office until the first meeting of Members, at which time an election of Officers shall be held. Officers elected at the first annual meeting and at all times thereafter, shall serve for a term of one (1) year or until the first annual meeting of Members following the election of Officers and until the qualification of the successors in office.

ARTICLE VIII - MEMBERSHIP

The membership of the corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The Directors shall from time to time prescribe form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Members of the corporation, the different classes of membership (if any), the voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE IX – AMENDMENTS TO ARTICLES OF INCORPORATION

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. In accordance with the provisions of Chapter 617 of the *Florida Statutes*, an amendment to these Articles of Incorporation may be proposed by an Member of the corporation, but such amendment shall be deemed to have been adopted only after receiving an affirmative vote of a majority of the Members of the entire Board of Directors.

ARTICLE X – BYLAWS

The Board of Directors of the corporation shall adopt such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors as they may deem necessary from time to time. Upon notice properly given, the Bylaws may be adopted, amended, altered or rescinded by a majority vote of Members of the entire Board of Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XI – INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law. Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including attorneys' fees) hereafter reasonable incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he or she is or shall be made a party by reason of his or her being or having been a Director or Officer of the corporation (whether or not he or she is a Director or Officer of the corporation at the time he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon her or her) except in relations to matters as to which he or she shall be finally adjudged in such action, suit or

proceeding to have been derelict in the performance of his or her duties as such Director or Officer. the right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.


ARTICLE XII – INCORPORATOR

The name and address of the Incorporate of these Articles of Incorporation is:

Lewis J. Lautin, and his address is: 21219 Lago Circle, unit H, Boca Raton, FL 33433

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

6 day of MAY, 2015.



Lewis J. Lautin, Incorporator

ARTICLE XIII – REGISTERED AGENT

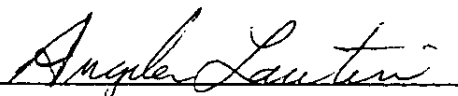
The street address of the initial registered office of the corporation is:

21219 Lago Circle, H
Boca Raton, FL 33433

The name of the initial registered agent is:

Angela Lautin

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.



Signature of Registered Agent

5-6-15

Date

FILED
15 MAY 12 AM 8:13
TALLAHASSEE, FLORIDA