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ALLAHASSEE, FLORIDA

W116-1760

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CORPORATE ACCOUNTING, FINANCE AND TAX

FEDERAL EXPRESS

December 29, 2015

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

RE: **Be Love Foundation, Inc.**
Articles of Incorporation

Dear Sir/Madam,

Enclosed please find the following document for the above listed corporation:

- **Articles of Incorporation**

If you should have any questions on this or any other matters, please do not hesitate to contact me.

Sincerely,

BLACKBYRD GROUP, LLC

A handwritten signature in black ink, appearing to be "Phyllis Fee", written over a horizontal line.

By

Phyllis Fee

PLF/ema

Enclosure

E-Copy to: Mr. Sascha Hefer

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 12, 2016

BLACKBYRD GROUP, LLC
3839 NW BOCA RATON BLVD., STE.200
BOCA RATON, FL 33431

SUBJECT: BE LOVE FOUNDATION INC.
Ref. Number: W16000001760

We have received your document for BE LOVE FOUNDATION 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):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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.)

The registered agent must sign accepting the designation.

The date of execution (date signed) can not be a future date - see the last page of this document.

Please return the corrected original and one copy of 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.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

Letter Number: 616A00000714



CORPORATE ACCOUNTING, FINANCE AND TAX

VIA FEDERAL EXPRESS

January 13, 2016

Ms. Maryanne Dickey
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: **Be Love Foundation, Inc.
Articles of Incorporation**

Dear Maryanne,

As per our conversation on Wednesday, January 13, 2016, attached please find our corrected Articles of Incorporation for Be Love Foundation, Inc.

As per your instructions we have updated the following:

- Article IV-Membership/Directors to include the manner of election of the Directors
- Article XV-Appointment of Registered Agent to name Blackbyrd Group, LLC and include a signature for same

Also as discussed, it is critical that the Articles of Incorporation be filed with the effective date of January 1, 2016.

If you should have any additional questions, I can be reached at 561-257-5102.

Sincerely,

BLACKBYRD GROUP, LLC

By 
Phyllis Fee

PLF/meh

Enclosure

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ARTICLES OF INCORPORATION
OF
BE LOVE FOUNDATION INC.

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15 DEC 31 PM 12:51
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer, in order to file these Articles of Incorporation of a Nonprofit Corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I – NAME

The name of the Corporation is **BE LOVE FOUNDATION INC.**, hereinafter ("Corporation").

ARTICLE II – PURPOSE OF CORPORATION

Be Love Foundation Inc. is a non-profit corporation dedicated to providing quality counseling services where the duration and style of therapy is determined by the needs of the client rather than by limits imposed by insurance companies, managed health care or limited income. The corporation will provide charitable psychotherapy and educational services to those in need. To this end, the Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. All funds, whether income or principal, and whether acquired by gift or contributions or otherwise, shall be devoted to said purposes. In furtherance of such purposes, the Corporation shall have full power and authority:

To own, fund, maintain and operate a charitable organization as its Board of Directors may decide;

To solicit, receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income and principal of the funds exclusively for owning, maintaining and operating a charitable organization, either directly in accordance with the purposes outlined in the Article 2, or by contributions or grants to organizations that qualify as exempt organization under Section 501(c)(3) of the Code; and

In general to engage in any lawful business or perform all acts necessary or incidental to the above and to do whatever is deemed necessary, useful, or advisable, directly or indirectly,

to carry out any of the purposes of the Corporation as set forth in these Articles of Incorporation, including exercise of all the rights, powers and privileges which are now or which may hereafter be conferred upon corporations organized under the 501(c)(3) of the Code.

ARTICLE III – EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the Corporation:

The Corporation shall have no stock or stockholders and shall pay no dividends.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, 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 purposes clause hereof.

No substantial part the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not 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, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE IV – MEMBERSHIP/DIRECTORS

The Corporation shall have members, as defined in the Corporation's By-Laws. The manner in which the Board of Directors shall be elected or appointed shall be provided in the By-Laws of the Corporation.

The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's By-Laws. No Board of Director shall have any right, title, or interest in or to any property of the Corporation.

ARTICLE V – PRINCIPAL OFFICE

The address of the principal office of this Corporation 8260 NW 27th Street, Suite 410, Doral, FL 33122. The mailing address is the same.

ARTICLE VI – INCORPORATOR

The name and the street address of the incorporator of this Corporation is:

Blackbyrd Group, LLC
3839 NW Boca Raton Blvd., Suite 200
Boca Raton, Florida 33431

ARTICLE VII – OFFICERS

The officers shall be elected by a majority vote of the directors of this Corporation. The officers of the Corporation shall be:

President:	Cristina Sabroso
Vice President:	Marisol Morales
Secretary:	Jessica Salvatierra
Treasurer:	Erika G. Ruiz

The officer's mailing addresses shall be the same as the principal address of the Corporation.

ARTICLE VIII – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IX – VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE X – LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XI – EFFECTIVE DATE

These Articles of Incorporation shall be effective January 1, 2016 upon approval of the Secretary of State, State of Florida.

ARTICLE XII – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors.

ARTICLE XIII - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is party to a proceeding in advance of final disposition of the proceeding. The Corporation also may

purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE XIV – DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of the Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or the state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XV - APPOINTMENT OF REGISTERED AGENT

The Registered Agent of the Corporation shall be:

Blackbyrd Group, LLC
3839 NW Boca Raton Blvd, Suite 200
Boca Raton, Florida 33431

IN WITNESS WHEREOF, Maker has executed these Articles of Incorporation under the laws of the State of Florida.


Phyllis Fee, Incorporator

1/12/14
Date

FILED
15 DEC 31 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acknowledgement of consent of appointment as Registered Agent:

Blackbyrd Group, LLC. Agrees to be the Registered Agent for Be Love Foundation, Inc. as appointed herein:

 AS PHYLLIS FEE
Registered Agent

1/12/14
Date