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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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COVER LETTER

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

SUBJECT: BILINGUAL SMILES 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: JESSIE DEL CASTILLO

Name (Printed or typed)

3750 EMERALD LANE

Address

MULBERRY, FL 33860

City, State & Zip

863-205-1122

Daytime Telephone number

tnyd3@msn.com

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

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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
BILINGUAL SMILES FOUNDATION, INC.**

The undersigned incorporator, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is Bilingual Smiles Foundation, Inc.

ARTICLE II. COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the corporation shall commence on May 25, 2016.

ARTICLE III. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation and mailing address of the corporation are 3750 Emerald Lane, Mulberry, FL 33860.

ARTICLE IV. PURPOSE

The corporation is organized and shall operate exclusively for educational, literary, and charitable purposes within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986 or any corresponding section of any future Internal Revenue Code. The purpose of the organization is to expand world languages, arts, and music through educational and cultural opportunities for global communities of the 21st Century.

ARTICLE V. BOARD OF DIRECTORS

The business and property of the corporation shall be managed solely and exclusively by the board of directors of the corporation which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the corporation. All of the directors of the corporation shall be elected by the board of directors of the corporation. The method of electing the directors of the corporation shall be as stated in the Bylaws of the corporation. The number of directors of the corporation may be increased or decreased from time to time and at any time, but the corporation shall never have less than three (3) directors. Directors may be compensated for the performance of his or her duties as a director as determined by the board of directors of the corporation. Directors may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as a director in accordance with the Bylaws of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any director and to replace any director so removed.

ARTICLE VI. OFFICERS

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be elected by the board of directors of the corporation annually. Officers may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed. The names, positions, and addresses of the initial officers of the corporation are as follows:

Jessie Del Castillo, President
3750 Emerald Lane
Mulberry, Florida 33860

Tony Del Castillo, Vice President
3750 Emerald Lane
Mulberry, Florida 33860

Tamara Salgado, Secretary
1070 Lake Point Drive
Lakeland, Florida 33813

Ramiro Gallego, Treasurer
2117 Bristol Avenue
Lakeland, Florida 33803

ARTICLE VII. LIMITATIONS AND PROHIBITED ACTIVITIES

The corporation shall be bound by the following:

- a. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, officer, or director of the corporation, not to the benefit of any private individual, 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 IV hereof.
- b. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding Section of any prior or future Internal Revenue Code.
- c. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively.
- d. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and

- e. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VIII. INDEMNITY OF DIRECTORS AND OFFICERS

The corporation shall indemnify any director or officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

ARTICLE IX. BYLAWS

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

ARTICLE X. INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of this corporation is Jessie Del Castillo, 3750 Emerald Lane, Mulberry, Florida 33860.

ARTICLE XI. INCORPORATOR

The name and street address of the sole incorporator of this corporation is Jessie Del Castillo, 3750 Emerald Lane, Mulberry, Florida 33860.

ARTICLE XI. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

IN WITNESS THEREOF, the undersigned incorporators executed these Articles of Incorporation on this 24 day of May, 2016.



Jessie Del Castillo, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Jessie Del Castillo, having been named to serve as registered agent for Bilingual Smiles Foundation, Inc., do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

Date this 24 day of May, 2016.



Jessie Del Castillo, Registered Agent

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STATE
TALLAHASSEE, FLORIDA