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16 JUN 28 AM 10:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA

nr 6/28/16

COVER LETTER

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

SUBJECT: AFRICA SMILES, 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: JOHNNY A. GASARD, ESQ.
Name (Printed or typed)

6625 MIAMI LAKES DR., SUITE 231

Address

MIAMI LAKES, FL 33014

City, State & Zip

305.827.8087

Daytime Telephone number

J.GASPARD@JAG1LAW.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

June 7, 2016

JOHNNY A. GASARD
6625 MIAMI LAKES DR., SUITE 231
MIAMI LAKES, FL 33014

SUBJECT: AFRICA SMILES, INC.
Ref. Number: W16000041450

RECEIVED
16 JUN 28 AM 10:46
TALLAHASSEE, FLORIDA

We have received your document for AFRICA SMILES, 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 registered agent designated in your document is not an active entity according to our records. Please reinstate this entity call (850) 245-6059 for information) or designate another entity that is active according to our records.

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.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 516A00012009

ARTICLES OF INCORPORATION
OF
AFRICA SMILES, Inc.

FILED
16 JUN 28 AM 10: 26

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation. TALLAHASSEE FLORIDA

ARTICLE I
NAME

Section 1.1. The name of the Corporation shall be AFRICA SMILES, Inc., (the "Corporation").

ARTICLE II
ADDRESS

Section 2.1. The Street Address of the principal office of this corporation in the State of Florida shall be:

2771 Taft St.
Unit 303
Hollywood, FL 33020

The Board may, from time to time, move its principal office in the State of Florida to another place in this State.

ARTICLE III
NON-STOCK CORPORATION

Section 3.1. AFRICA SMILES, Inc. shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue certificates of Membership.

ARTICLE IV
PURPOSE

Section 4.1. The purpose for which AFRICA SMILES, Inc. is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act. AFRICA SMILES, Inc. is organized exclusively for charitable, religious, educational, literary or scientific purposes, including, to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, educational, literary or scientific purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 4.2. AFRICA SMILES, Inc. is organized for the purpose of providing aide to disadvantaged children in Pre-Kindergarten through elementary schools in impoverished areas throughout Africa. The goal of providing aide, primarily books to these children, is done with the hopes of ending the book famine that impacts the ability of these children to overcome struggles or challenges pertaining to their poverty and will ultimately help lessen the burden of government involvement and improve juvenile literacy. These children often have no school supplies and don't have books to learn and read from despite their insatiable and jovial desire to read and grow. Africa Smiles will provide school supplies and materials to help ease the difficulty of learning that comes with the impoverished areas these children unfortunately live in.

Section 4.3. AFRICA SMILES, Inc. shall have the power, either directly or indirectly, wither alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which AFRICA SMILES, Inc. is organized, and to aid or assist other organizations whose activities are such as to further accomplish foster or attain any such purposes. Notwithstanding anything herein to the contrary, AFRICA SMILES, Inc., shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code and the regulations thereunder as the same now exist or as they may be hereinafter from time to time.

ARTICLE V LIMITATIONS

- Section 5.1. No part of the net earnings of AFRICA SMILES, Inc. shall inure to the benefit of, or be distributed to, any Director or Officer of AFRICA SMILES, Inc. or any other private individual (except that reasonable compensation may be paid for services rendered to or for AFRICA SMILES, Inc. affecting one or more of its purposes); and no Director or Officer of AFRICA SMILES, Inc. or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- Section 5.2. No substantial part of the activities of AFRICA SMILES, Inc. shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and AFRICA SMILES, Inc. shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- Section 5.3. AFRICA SMILES, Inc. shall distribute its income for each taxable year at such time and in such manners not to become subject to tax undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- Section 5.4. AFRICA SMILES, Inc. shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- Section 5.5. AFRICA SMILES, Inc. shall not retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- Section 5.6. AFRICA SMILES, Inc. shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- Section 5.7. AFRICA SMILES, Inc. shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5.8. Notwithstanding any other provision of these Articles of Incorporation, AFRICA SMILES, Inc. shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(0)(2) Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

ARTICLE VI
EXISTENCE

Section 6.1 AFRICA SMILES, Inc. shall have perpetual existence unless dissolved pursuant to law.

ARTICLE VII
MEMBERS

Section 7.1 AFRICA SMILES, Inc. shall have a membership consisting of the Board of Directors of AFRICA SMILES, Inc. serving from time to time.

ARTICLE VIII
DIRECTORS

Section 8.1 The affairs of AFRICA SMILES, Inc. shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than three (3) Directors are present. The affirmative vote of at least two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

Section 8.1.1 Approval of charitable gifts, transfers, distributions and grants by AFRICA SMILES, Inc. to other entities.

Section 8.1.2 Adoption of an amendment to the Articles of Incorporation or the Bylaws.

Section 8.1.3 Organization of a subsidiary or affiliate by the Corporation.

Section 8.1.4 Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 8.2 The initial Board of Directors shall consist of the following members elected in accordance with this Section 8.2 and the Bylaws:

NAME	TITLE	ADDRESS
Cyanne John-McClean	President/CEO/Chairman	2771 Taft St., Unit 303, Hollywood, FL 33020
Johnny A. Gaspard	Vice-President/Treasurer	2771 Taft St., Unit 303, Hollywood, FL 33020
John Tienjaroonkul	Secretary	120 SW 97 th Ave., Pembroke Pines, FL 33025

Section 8.3

The term of office of an elected Director shall be one (1) year and shall expire, regardless of whether or not a successor shall have been duly elected and qualified. However, the term of the President/CEO/Chairman is ten (10) years. The terms of elected Directors shall be staggered so that no elected Director's term expires less than one (1) month before the expiration of the next elected Director.

ARTICLE IX
DISSOLUTION

Section 9.1

Upon the dissolution of AFRICA SMILES, Inc., the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of AFRICA SMILES, Inc. in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational, literary or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the country where the principal office of AFRICA SMILES, Inc. 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 X
REGISTERED AGENT AND REGISTERED OFFICE

Section 10.1

The Registered agent and registered office of AFRICA SMILES, Inc. shall be:

Johnny A. Gaspard, P.L.L.C.
6625 Miami Lakes Dr., Ste. 231
Miami Lakes, Florida 33014

ARTICLE XI
AMENDMENT

Section 11.1

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE XII
BYLAWS

Section 12.1

The Board of Directors of this Corporation shall adopt Bylaws for the government of AFRICA SMILES, Inc. which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLE XIII
INCORPORATOR

Section 13.1 The name and address of the Incorporator of this Corporation are as follows:

Johnny A. Gaspard, Esq.
6625 Miami Lakes Dr., Ste. 231
Miami Lakes, Florida 33014

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation
this 23rd day of May, 2016.



INCORPORATOR

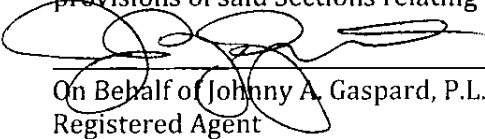
**CERTIFICATE DESIGNATING PLACE OF BUSINESS DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

AFRICA SMILES, Inc., desiring to organize under the laws of the State of Florida with its principle office as indicated in the Certificate of Incorporation, at the City of Hollywood, County of Broward, State of Florida, has named Johnny A. Gaspard, P.L.L.C. , located at 6625 Miami Lakes Dr., Ste. 231, Miami Lakes, Florida 33014, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relating to keeping open said office.



On Behalf of Johnny A. Gaspard, P.L.L.C.
Registered Agent

16 JUN 28 AM 10:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA