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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

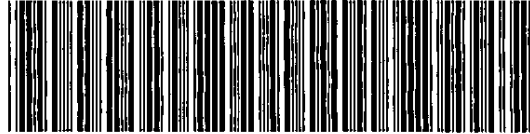
(Business Entity Name)

(Document Number)

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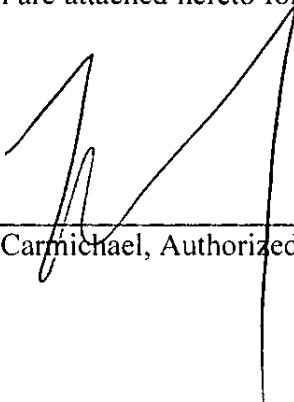
08/16/16

## NAME RELEASE

DMF Employment Opportunities, LLC wishes to dissolve as they never began operations; Articles of Dissolution are attached hereto for filing.

DMF Employment Opportunities, LLC wishes to release its name to DMF Employment Opportunities, Inc., whose Articles of Incorporation are attached hereto for filing as a non-profit corporation.

Date: August 9, 2016



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Kevin Carmichael, Authorized Representative



RECEIVED

16 AUG 10 PM 3:14

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
TALLAHASSEE, FLORIDA

August 1, 2016

KEVIN CARMICHAEL  
9132 STRADA PL., 4TH FLR.  
NAPLES, FL 34108-2683

SUBJECT: DMF EMPLOYMENT OPPORTUNITIES, INC.  
Ref. Number: W16000053020

We have received your document for DMF EMPLOYMENT OPPORTUNITIES, INC. and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes prohibits a Florida non-profit corporation from being a party in a conversion. A Florida non-profit corporation may be a party in a merger; however, the Florida non-profit corporation must be the surviving entity.

✓ The Florida LLC must be Dissolved to release the Name; then separate Articles ✓  
✓ of Incorporation for the new Non-Profit must be submitted with a Name Release ✓  
Letter.

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

Thomas Chang  
Regulatory Specialist II  
New Filing Section

Letter Number: 316A00016007

# Salvatori, Wood, Buckel, Carmichael & Lottes

ATTORNEYS AT LAW

9132 Strada Place, Fourth Floor, Naples, FL 34108-2683

Kevin Carmichael  
Direct: 239.552.4127  
E-mail: k2c@swbcl.com

Tel: 239.552.4100  
Fax: 239.649.1706  
Web: www.swbcl.com

August 9, 2016

## VIA FEDERAL EXPRESS

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: DMF Employment Opportunities, Inc.  
Ref. Number: W16000053020

Dear Sir/Madam:

We are in receipt of your letter dated August 1; a copy is enclosed as reference.

Enclosed please find a check in the amount of \$48.75, for the balance of the filing fees (you are holding a check in the amount of \$55) of the following Articles:

1. *Name Release Letter*;
2. *Articles of Dissolution* of DMF Employment Opportunities, LLC, a Florida limited liability company; and
3. *Articles of Incorporation* of DMF Employment Opportunities, Inc., a Florida nonprofit corporation.

Once filed, kindly return the certified copy in the prepaid envelope provided with our initial mailing. Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

SALVATORI, WOOD, BUCKEL, CARMICHAEL & LOTTES

Kevin Carmichael

K2C/jh  
Enclosures as stated

## COVER LETTER

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

**SUBJECT:** DMF EMPLOYMENT OPPORTUNITIES, 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:** Kevin Carmichael, Esq.  
\_\_\_\_\_  
Name (Printed or typed)

9132 Strada Place, Fourth Floor  
\_\_\_\_\_  
Address

Naples, FL 34108  
\_\_\_\_\_  
City, State & Zip

239-552-4100  
\_\_\_\_\_  
Daytime Telephone number

jlh@swbcl.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION  
OF  
DMF EMPLOYMENT OPPORTUNITIES, INC.  
(a Florida Corporation Not For Profit)**

*These Articles of Incorporation are filed in accordance with the Chapter 617 of the Florida Statutes to create a Not for Profit Corporation*

**ARTICLE I**

**NAME**

The name of this corporation is DMF EMPLOYMENT OPPORTUNITIES, INC., (hereinafter called the "Corporation").

**ARTICLE II**

**PRINCIPAL ADDRESSES OF  
THE CORPORATION AND INCORPORATOR**

The Corporation's principal office and mailing address are located at 9385 Gallardo Street, Coral Gables, Fl. 33156.

The sole incorporator of the Corporation is Kevin Carmichael. The complete business address of the sole incorporator is 9132 Strada Place, Fourth Floor, Naples, Florida 34108.

**ARTICLE III**

**DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

**ARTICLE IV**

**PURPOSES**

The Corporation is organized exclusively for scientific, charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). The purposes of the Corporation may be modified from time to time by the Board of Directors, provided any modification in purpose shall also be a scientific, charitable or educational purpose.

The initial charitable purpose of the Corporation is to develop and create workplace opportunities for individuals with special needs who seek and require, education, training and employment assistance to become productive members of society and to help maximize their personal growth and interaction with the community at large.

## **ARTICLE V**

### **NECESSARY POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the support and encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a Corporation not for profit under Florida law.

## **ARTICLE VI**

### **MANAGEMENT**

Management of the Corporation shall be vested in the Corporation's voting members of the Board of Directors. There shall be not less than three (3) voting directors. The manner of election of the Directors of the Corporation shall be as set forth in the Bylaws.

The Corporation through its Board of Directors shall have the authority to create one or more classes of Directors with differing rights and obligations to the Corporation. The classes of Directors and their rights and obligations shall be as set forth in the Bylaws.

## **ARTICLE VII**

### **MEMBERSHIP**

The Corporation shall have a single Member, The de Moya Foundation, a wholly charitable trust exempt from federal income taxation pursuant to §§170(c), 501(c)(3), and 4947(a)(1).

## **ARTICLE IX**

### **DISSOLUTION**

Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed at the sole discretion of the Board of Directors to the sole Member, if it is in existence or to or for the benefit of one or more Public Charities to carry out or support exempt purposes within the meaning of §501(c)(3) of the Code which are similar in purpose and scope to those of the Corporation. Any such assets not so disposed of, shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation is then or was last located. The Court shall distribute such assets for such purposes or to such organizations as said court shall determine, which is (are) organized and operated primarily to provide animal rescue services in the county or surrounding counties where the Corporation is located.

## **ARTICLE X**

### **PROHIBITED ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, 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 Article IV hereof.

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 or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code. The Corporation shall make a §501(h) election effect for its first year of operation.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under §501(c)(3) of the Code, or (b) by a Corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Corporation:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and,

B. shall not (i) engage in any act of self-dealing as defined in § 4941(d) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

## **ARTICLE XI**

### **AMENDMENT OF BYLAWS**

Except as provided by these Articles and by the Bylaws, the Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.



**ARTICLE XII**

**AMENDMENT OF ARTICLES OF INCORPORATION**

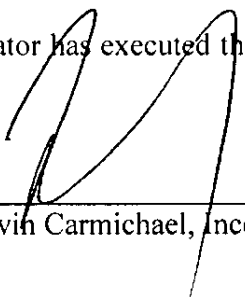
These Articles of Incorporation may be amended, altered and/or restated only by the affirmative vote of two thirds (2/3) of the members of the Board of Directors and the consent of the Sole Member.

**ARTICLE XIII**

**REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The street address of the Corporation's registered office in the State of Florida is c/o Salvatori Wood and Buckel, P.L., 9132 Strada Place, Naples, Florida 34108 and the name of its registered agent at such office is Kevin Carmichael.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 21 day of July, 2016.

  
\_\_\_\_\_  
Kevin Carmichael, Incorporator

**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the Corporation is DMF EMPLOYMENT OPPORTUNITIES, INC.

The name of the initial registered agent of the Corporation is Salvatori Wood and Buckel, P.L., 9132 Strada Place, Naples, Florida 34108.

**REGISTERED AGENT ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SALVATORI WOOD & BUCKEL, P.L.,  
Registered Agent

By:

Kevin Carmichael, Managing Member

Date: 7/21/2016

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