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FLORIDA PROFIT/NON PROFIT CORPORATION

Foundation Pierre Smith Mondelus, Inc.

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FOUNDATION PIERRE SMITH MONDELUS, INC.

ARTICLES OF INCORPORATION

The undersigned hereby forms a nonstock, nonmember corporation not for profit ("Corporation") under the provisions of the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes (the "Act") and adopt these articles of incorporation for the Corporation as follows:

**ARTICLE I
NAME**

As required by Section 617.0202(1)(a) of the Act, and in accordance with Section 617.0401 of the Act, the name of the Corporation is Foundation Pierre Smith Mondelus, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

As required by Section 617.0202(1)(b) of the Act, the street address of the initial principal office of the Corporation and the mailing address of the Corporation are 117 Pinehurst Pointe Drive Saint Augustine, Florida 32092.

**ARTICLE III
PURPOSES**

As required by Section 617.0202(1)(c) of the Act, the Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The purposes of the Corporation shall be focused upon, and shall be limited to, empowering and equipping residents of Northern Haiti toward neighborhood revitalization through relief, development, and reconciliation efforts. The efforts of the Corporation's shall include, but shall not be limited to, educational tuition provisions, microloans, medical care, sustainable farming, literacy programs, and evangelism. To maximize the impact of the Corporation's efforts, the Corporation may seek to

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collaborate with other non-profit organizations that fall under Section 501(c)(3) of the Code and are operated exclusively for educational and charitable purposes.

ARTICLE IV OPERATING RESTRICTIONS

As required by Section 617.0202(1)(e) of the Act, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its incorporators, 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 III. 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 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity that is not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(a)(2) of the Code.

ARTICLE V DISSOLUTION

As permitted by Section 617.0202(2)(f) of the Act, upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code. Any such assets not distributed in this manner shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations as that court shall determine are organized and operated exclusively for such purposes.

ARTICLE VI MEMBERS

The Corporation shall have no members.

ARTICLE VII BOARD OF DIRECTORS

7.1 Number. The Board of Directors shall consist of no fewer than three (3) Directors.

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7.2 Initial Board. As permitted by Section 617.0202(2)(a) of the Act, the names and addresses of the individuals who are to serve as the initial directors are as follows:

Shannon Miller
117 Pinehurst Pointe Drive
St. Augustine, Florida 32092

Jude Platko
117 Pinehurst Pointe Drive
St. Augustine, Florida 32092

Veronique Mondelus
Route 1 Behind 4VH
Morne Rouge Cap-Haitian, Haiti

John Griswold
6650 Lower Shore Drive
Harbor Springs, Michigan 49740

Chris Kamienski
4413 N. Alatanaha Street
St. Augustine, Florida 32092

Macot Vernoise
Route 1 Behind 4VH
Morne Rouge Cap-Haitian, Haiti

Jay Owen
1860 South Cappero Drive
St. Augustine, Florida 32092

7.3 Election or Appointment of Directors. As permitted by Section 617.0202(1)(d) of the Act, the manner in which the directors are to be elected or appointed shall be stated in the bylaws.

ARTICLE VIII REGISTERED OFFICE AND REGISTERED AGENT

As required by Section 617.0501(3) of the Act, the initial registered agent and the address of the initial registered office of the Corporation shall be:

Donald W. Wallis, Esq.
780 North Ponce de Leon Blvd.
St. Augustine, Florida 32084

The Board of Directors may replace the registered agent or change the registered office at any time.

As required by Section 617.0501(3) of the Act, the above named registered agent submits the following written 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 THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL

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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.

Dated: August 29, 2016


Donald W. Wallis, Registered Agent

ARTICLE IX LIMIT ON LIABILITY AND INDEMNIFICATION

9.1 Definitions. For purposes of this Article, the following definitions shall apply:

- (i) "Corporation" means this Corporation only and no predecessor or other legal entity;
- (ii) "expenses" include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification;
- (iii) "liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;
- (iv) "legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise;
- (v) "predecessor entity" means a legal entity the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise; and
- (vi) "proceeding" means any threatened, pending, or completed action, suit, proceeding or appeal whether civil, criminal, administrative, or investigative and whether formal or informal.

9.2 Limit on Liability. As permitted by Section 617.0202(2)(b) of the Act, and to the full extent that the Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability, to a corporation or otherwise, of the directors or officers of that corporation, the liability of the directors and officers of the Corporation shall be so limited or eliminated.

9.3 Indemnification of Directors and Officers. As permitted by Section 617.0202(2)(b) of the Act, the Corporation shall indemnify any individual who is, was, or is threatened to be made a party to a proceeding (including a proceeding by, or in the right of, the Corporation) because such individual is or was a director or officer of the Corporation, or because such individual is or was serving the Corporation or any other legal entity in any capacity at the request of the Corporation while a director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expense as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation. The determination that indemnification under this Section 9.3 is

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permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made as provided by law; provided, however, that if a majority of the Board has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board and such person. Unless a determination has been made that indemnification is not permissible, the Corporation may make advances and reimbursements for the expenses that a director or officer incurs in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to the ability of such director or officer to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify, and make advances and reimbursements for expenses to, any of its directors or officers to the same extent provided in this Section 9.3.

9.4 Indemnification of Others. As permitted by Section 617.0202(2)(b) of the Act, the Corporation may, but shall not be required to, to a lesser extent or to the same extent as it is required by Section 9.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, or the officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this Section 9.4 is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. The provisions of this Section 9.4 shall not limit any person's rights under Section 9.3 of this Article.

9.5 Miscellaneous. The rights of each person entitled to indemnification under this Article IX shall inure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article also may be counsel for the corporation. Indemnification pursuant to this Article IX shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation, and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent that he or she is indemnified by another party, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability that it may have under this Article IX or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this Article IX shall not be deemed to preclude the Corporation from entering into contracts

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otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article IX or its application to any person or circumstance is held to be invalid by a court of competent jurisdiction, such invalidity shall not affect other provisions or applications of this Article IX and, to this end, the provisions of this Article IX shall be severable.

9.6 Effect of Amendments. No amendment, modification or repeal of this Article IX shall diminish the rights provided hereunder that arose from conduct or events that occurred before the adoption of such amendment, modification or repeal.

ARTICLE X AMENDMENT

In accordance with Section 617.1002(1)(b) of the Act, an amendment to these Articles of Incorporation may be adopted at a meeting of the Board of Directors by a majority vote of the directors then in office, and any number of amendments may be submitted and voted upon at any one meeting.

ARTICLE XI INCORPORATOR

As required by Section 617.0202(1)(g) of the Act, the name and address of the incorporator are:

Donald W. Wallis, Esq.
Upchurch, Bailey and Upchurch, P.A.
780 N. Ponce de Leon Blvd.
St. Augustine, Florida 32084

Dated: August 29, 2016



Donald W. Wallis, Incorporator

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