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# **1 by 1 Foundation, Corp.**

## **ARTICLES OF INCORPORATION**

**The undersigned incorporator, a natural person 18 years of age or older, in order to form a Non-profit corporation under chapter 617 of the Florida Statutes, adopts the following articles of incorporation.**

### **ARTICLE I**

#### **NAME**

##### **1.01 Name**

The name of this corporation shall be 1 by 1 Foundation, Corp., The business of the corporation may be conducted as 1 by 1 Foundation, Corp.

### **ARTICLE II**

#### **DURATION**

##### **2.01 Duration**

The period of duration of the corporation is perpetual.

### **ARTICLE III**

#### **PURPOSE**

##### **3.01 Purpose**

1 by 1 Foundation, Corp. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. 1 by 1 Foundation, Corp.'s purpose is to

To establish, build and support communities giving a lifetime opportunity to young adults with the spectrum of Autism. Helping them transitioning from home to adulthood. Providing a helping hand and a piece of mind for parents that are getting too old to take care of them

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### **3.02 Public Benefit**

1 by 1 Foundation, Corp. is designated as a public benefit corporation.

## **ARTICLE IV**

### **NON-PROFIT NATURE**

#### **4.01 Non-profit Nature**

1 by 1 Foundation, Corp. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of 1 by 1 Foundation, Corp. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, 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 Internal Revenue Code, or corresponding section of any future federal tax code.

1 by 1 Foundation, Corp. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of 1 by 1 Foundation, Corp. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

The corporation shall indemnify any director, officer, or former director or officer of the corporation or any person who may have served at its request against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he is made a party by reason of being or having been an officer or director of the corporation, except in relation to matters as to which he or she is

adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of his or her duty to the corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of the 1 by 1 Foundation, Corp., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the 1 by 1 Foundation, Corp. hereunder shall be selected by the discretion of a majority of the managing body of the 1 by 1 Foundation, Corp. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the 1 by 1 Foundation, Corp. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### **4.04 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or 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 III, Section 3.01.

#### **4.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE V**

#### **BOARD OF DIRECTORS**

##### **5.01 Governance**

Subject to the limitations contained in these Articles of Incorporation, and to the provisions of law requiring corporate action to be exercised, authorized, or approved by the members of the corporation, all the lawful powers of the corporation shall be vested in and exercised by or under the authority of the board of directors, and the business and affairs of the corporation shall be conducted and controlled by such board

##### **5.02 Initial Directors**

The initial directors of the corporation shall be 5(five)

Denise Ocasio – CEO/President – 1302 Cottage Place, Brandon Florida 33510

Carmelo Ocasio – Vice President - 1302 Cottage Place, Brandon Florida 33510

Yadira Devore – Director - 1302 Cottage Place, Brandon Florida 33510

Todd Devore – Director - 1302 Cottage Place, Brandon Florida 33510

Kenton Young – Director - 1302 Cottage Place, Brandon Florida 33510

### **ARTICLE VI**

#### **MEMBERSHIP**

##### **6.01 Membership**

1 by 1 Foundation, Corp. shall have no members.

## **ARTICLE VII**

### **MANNER OF ELECTION**

#### **7.01 Manner of Election**

The business and affairs of the Corporation shall be managed and directed by a Board of Directors, which shall be comprised of not fewer than three (3) nor more than (21) Directors. The duties of the Directors and the manner in which the Directors shall be elected shall be set forth in the bylaws.

## **ARTICLE VIII**

### **AMENDMENTS**

#### **8.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **ARTICLE IX**

### **ADDRESSES OF THE CORPORATION**

#### **9.01 Corporate Address**

The physical address of the corporation is:

1302 Cottage Place, Brandon Florida 33510

The mailing address of the corporation is:

1302 Cottage Place, Brandon Florida 33510

## ARTICLE X

### THE REGISTERED AGENT

The registered agent of the corporation is Denise Ocasio, and the registered agent street address is 1302 Cottage Place, Brandon Florida 33510

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 statutes relating to the proper and complete performance of my duties and am familiar with and accept the obligation of my position as registered agent.

Dated

9-9-16

Registered Agent



## ARTICLE XI

### THE INCORPORATOR

The incorporator of this corporation is Denise Ocasio, and the incorporator street address is 1302 Cottage Place, Brandon Florida 33510

Dated

9-9-16

Incorporator

