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W17-34693

D O'KEEFE

MAY 17 2017



FLORIDA DEPARTMENT OF STATE
Division of Corporations

17 MAY -8 PM 2:58

ADMINISTRATIVE SERVICES

April 21, 2017

ANDRES H. LOPEZ
7351 WILES ROAD, STE. 101
CORAL SPRINGS, FL 33067

SUBJECT: O.Y.E. AMERICA FOUNDATION, INC.
Ref. Number: W17000034693

We have received your document for O.Y.E. AMERICA FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article II list an incomplete address for the principal place of business. Please include the zip code in the address.

Please return 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.

DANIEL L O'KEEFE
Regulatory Specialist II

Letter Number: 317A00007851

17 MAY -8 AM 4:28

COVER LETTER

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

SUBJECT: D.O.Y.E. America 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: Andres H. Lopez
Name (Printed or typed)

7351 Wiles Road Suite 101
Address

Coral Springs FL 33067
City, State & Zip

240 731 7163
Daytime Telephone number

~~coral~~ andres@alopezlawfirm.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

O.Y.E. America Foundation, Inc.

ARTICLE I. NAME. The name of the nonprofit corporation is O.Y.E. America Foundation, Inc. ("Corporation")

ARTICLE II. PRINCIPAL PLACE. The principal place of business and mailing address of the Corporation is: 200 SE 6th Street, Suite 304, Fort Lauderdale, Florida 33301.

ARTICLE III. PURPOSE.

(A) The Corporation is organized exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code. Specifically, the Corporation will train and empower the Latino community to be engaged and become active citizens. Moreover, the Corporation will educate the community at large about the issues that are of interest and which affect the Latino community.

(B) 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.

(C) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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 IV. The directors are elected as follows:

A. Initial Membership: Following the first Board of Directors meeting, half of the Board members shall be randomly assigned one (1) year terms and the remainder of the Board members shall be assigned two (2) year terms (in order to create staggered terms of office so that all members do not expire in any given year). Thereafter the terms will be two (2) years.

B. Subsequent Membership: After the establishment of the initial Board of Directors, the Board shall elect Board members as terms expire. The Board of Directors shall appoint a committee to provide nominations pursuant to the Bylaws. The election of subsequent Board members will be held one month prior to the annual meeting of the Board. The election shall be at a regular or special called meeting, where a quorum is present. Nothing herein is intended to prevent this Corporation's Bylaws from providing some other manner of appointing or electing directors and officers.

C. Vacancies: Vacancies of the Board (whether caused by resignation, removal, death, or otherwise) shall be filled within sixty (60) days of said vacancy from a list of recommended eligible persons put together by the nominating committee established pursuant to the Bylaws. The election of a person to fill the vacant position shall be at a regular or special called meeting, where a quorum is present, based upon a majority vote of the Board. The newly elected member will serve for the unexpired portion of the vacated term of office.

D. Removal: Membership of the Board may be terminated by resignation of a member, by resolution of the Board after any member has three (3) consecutive unexcused absences, or as provided in this Corporation's Bylaws. After two unexcused absences, the Board's Secretary shall send or cause to send the member a reminder. On the third unexcused absence, the Board may take action to terminate the membership of the individual. The position of the removed member shall be filled as provided for in dealing with vacancies of the Board.

E. Terms of Office: As provided above, terms of office for the initial Board members shall be for either one (1) year or two (2) year terms (based upon random assignment). Thereafter, all terms of office shall be for two (2) years.

ARTICLE V. The names, address and titles of the Directors/Officers are:

The initial members of the Board of Directors are: (1) David Salomon; (2) Morris Bender; (3) Sean Ford; (4) Jose Castaneda; (5) Andres Lopez; and (6) Jorge Salomon.

The initial officers are:

(1) David Salomon, President

(2) Andres Lopez, Vice President

(3) Morris Bender, Vice President

(4) Jorge Salomon, Treasurer

(5) Sean Ford, Secretary

ARTICLE VI. The name and address of the initial registered agent is:

Andres H. Lopez
7351 Wiles Road, Suite 101
Coral Springs, Florida 33067

ARTICLE VII. The incorporator is:

Andres H. Lopez
7351 Wiles Road, Suite 101
Coral Springs, Florida 33067

ARTICLE VIII. Management of Corporate Affairs.

A. Board of Directors: The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of this Corporation shall be nine (9) to thirteen (13), and such number may be changed by this Corporation's Bylaws, as may be amended from time to time. One-half of the current Board membership plus one shall constitute a

quorum for all Board action. The Board of Directors, in addition to ensuring the furtherance of these Articles and this Corporation's Bylaws, shall be responsible for ensuring that the Corporation is operating in accordance with applicable federal, state, and local laws and regulations and its operations are financially viable. The officers shall have primary responsibility over the day to day operations of the Corporation. Further, without limiting the foregoing, the Board of Directors shall participate in the direction of programs necessary to implement the Corporation's missions and/or purpose.

B. Officers: The Board of Directors shall include the following officers: President, (2) Vice-President, Treasurer, and Secretary, and such other officers as this Corporation's bylaws may authorize. Officers shall have those duties set forth in the bylaws, as may be amended from time to time.

C. Members: This Corporation's initial Bylaws do not provide for members; however, nothing herein is intended to prevent the Bylaws from being amended in the future to provide for members and to set forth the respective roles and responsibilities of members in this organization.

ARTICLE IX. EFFECTIVE DATE. The effective date is April 14, 2007. These Articles shall become effective on the date filed by the Florida Department of State, Division of Corporations.

ARTICLE X. No part of the net earnings of the Corporation 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 Article III hereof. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE XI. Upon dissolution of the Corporation, assets shall be distributed by one or more exempt purposes within the meaning of sections 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a

Court of Competent Jurisdiction or the county in which the principal office of the Corporation 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.

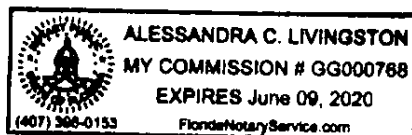
In witness whereof, we have here unto subscribed our names this day of April 13, 2017.

I Alessandra Livingston, a Notary Public, hereby certify that on the ^{2nd}~~13th~~ day of ^{May}~~April~~, 2017,

Andres H. Lopez

Andres H. Lopez appeared before me and signed the foregoing document as incorporator, and has averred that the statements contained therein are true.

Alessandra Livingston
NOTARY PUBLIC



17 MAY -8 AM 4:29
ALESSANDRA C. LIVINGSTON