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FLORIDA PROFIT/NON PROFIT CORPORATION

Semillas de Cambio, Inc.

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February 2, 2018

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

HORLICK & CORBRIDGE, P.A.

SUBJECT: SEMILLAS DE CAMBIO, INC.  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Nadira D McClees-Sams  
Regulatory Specialist II

FAX Aud. #: H18000038697  
Letter Number: 318A00002241

**ARTICLES OF INCORPORATION OF  
SEMILLAS de CAMBIO, INC.  
(A Florida Corporation Not For Profit)**

**ARTICLE I.  
Name**

The name of this Corporation is **SEMILLAS de CAMBIO, INC.** (hereinafter called the "Corporation").

**ARTICLE II  
Corporate Nature**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III  
Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Corporation shall be: 2300 Mictaw Drive, Sarasota, Florida 34239.

**ARTICLE IV  
Duration**

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

**ARTICLE V  
Purposes**

Subject always to the provisions of the following paragraph, the Corporation intends to provide assistance and support to needy individuals, families, and communities in Guatemala to combat social problems, including poverty, malnutrition, maternal-child mortality rates and lack of access to health care, educational opportunities, and social services.

The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article V to organizations organized and operated exclusively for such purposes at the times of such

distributions and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

## **ARTICLE VI**

### **Powers**

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and
- (v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

## **ARTICLE VII**

### **Management**

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation.

**ARTICLE VIII**  
**Initial Board of Directors**

The number of individuals constituting the initial Board of Directors of the Corporation is three (3). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Leigh Sweet  
2300 Mictaw Drive  
Sarasota, FL 34239

Shannon Mersinger  
755 Colgate Road  
Venice, FL 34293

Kateri Eagle  
4180 Center Pointe Circle  
Sarasota, FL 34233

**ARTICLE IX**  
**Members**

The Corporation shall not have members.

**ARTICLE X**  
**Dissolution**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE XI**  
**Restrictions**

- A. 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 V hereof.

- B. No 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.
- C. 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 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.
- D. During any period that the Corporation is a private foundation, as defined in Section 509(a) of the Internal Revenue Code of 1986, the provisions of Florida Statute Section 617.0835 and the following restrictions shall apply:
  - (1) The Corporation 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 Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; and
  - (2) The Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

#### ARTICLE XII

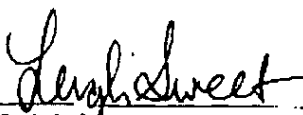
##### Registered Office; Registered Agent

The street address of the Corporation's registered office in the State of Florida is 2300 Mietaw Drive, Sarasota, Florida 34239, and the name of its registered agent at such office is Leigh Sweet.

**ARTICLE XIII**  
**Incorporator**

The name and address of the sole incorporator is Leigh Sweet, 2300 Mietaw Drive, Sarasota, Florida 34239 (hereinafter called the "Incorporator").

**IN WITNESS WHEREOF**, the undersigned, has signed these Articles of Incorporation on this 22 day of January, 2018.

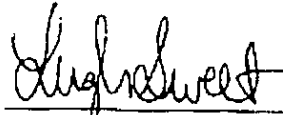
  
\_\_\_\_\_  
Leigh Sweet, Incorporator

**SEMILLAS de CAMBIO, INC.**

**CONSENT OF REGISTERED AGENT**

HAVING BEEN NAMED as Registered Agent for the above Corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with and hereby accept the duties and responsibilities as Registered Agent for **Semillas de Cambio, Inc.**

IN WITNESS WHEREOF, the undersigned, has executed this Consent effective as of January 22, 2018.



Leigh Sweet, Registered Agent