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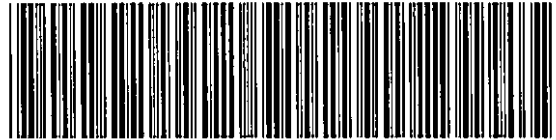
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2018 JUN 22 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

2525 Ponce De Leon Blvd  
Suite 625  
Coral Gables, FL 33134



Phone : 786-600-7446  
Fax : 786-607-3022  
lconley@aqlaw-firm.com

June 19, 2018

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

**Re: Superstar Chef's Parents Association, Inc.**

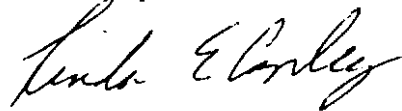
Dear Sir or Madam:

Enclosed please find the original and two copies of the Articles of Incorporation of Superstar Chef's Parents Association, Inc. to be filed with the Division of Corporations. Also enclosed is our firm's check in the amount of \$87.50 for the filing fee plus both a certified copy of the Articles and a Certificate of Status. Please return the documents to the following:

Annesser & Chaiken, PLLC  
ATTN: Linda E. Conley  
2525 Ponce De Leon Blvd, Suite 625  
Coral Gables, FL 33134  
(786) 600-7446  
[lconley@aqlaw-firm.com](mailto:lconley@aqlaw-firm.com)

Should you have any questions or need additional information, please do not hesitate to contact me. Thank you.

Sincerely,



Linda E. Conley, Paralegal to  
Brian W. Chaiken, Esq.

/lec  
Enclosures

**ARTICLES OF INCORPORATION  
OF  
SUPERSTAR CHEF'S PARENTS ASSOCIATION, INC.**

FILED  
2018 JUN 22 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-for-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

**ARTICLE 1. NAME**

The name of the Corporation is SUPERSTAR CHEF'S PARENTS ASSOCIATION, INC. (hereinafter "Association" or "Corporation").

**ARTICLE 2. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation is: 16301 SW 80<sup>th</sup> Avenue, Palmetto Bay, Florida 33157.

**ARTICLE 3. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 2525 Ponce De Leon Boulevard, Suite 625, Coral Gables, Florida 33134, and the name of its initial Registered Agent at that address is Brian W. Chaiken, Esq.

**ARTICLE 4. MEMBERSHIP**

(1) Membership in this Association shall be open to all parents or guardians who have a child in the Superstar Chef's and are interested in the welfare of the Southwood Middle School Superstar Chef's program. A written information sheet shall be requested from all members of the Association.

(2) Membership enrollment is conducted annually at the beginning of the school year, but membership is open at any time throughout the school year.

(3) Only those members who are current in their dues and financial obligations, as jointly determined by the Board and Orchestra Director, shall have voting privileges.

(4) The Executive Board shall establish the dues policy of the Association.

(5) The Executive Board may extend the honorary membership in the Association to include members from the community. These members will not have voting privileges.

**ARTICLE 5. NOT-FOR-PROFIT**

The Corporation is a not-for-profit corporation under Chapter 617 of the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, directors or officers, except to the extent permissible under these Articles of Incorporation, under the law, and under Section

501(c)(3) of the United States Internal Revenue Code of 1986 (the "Code"). No member will have any vested right, interest or privilege in or to the assets, income or property of the Corporation. No part of the income or assets of the Corporation will be distributable to or for the benefit of its members, except to the extent permissible under these Articles of Incorporation, under the law, and under Section 501(c)(3) of the Code.

## **ARTICLE 6. DURATION**

The duration of the Corporation is perpetual.

## **ARTICLE 7. PURPOSES**

(1) The Corporation is organized and will be operated 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 the corresponding section of any future tax code.

(2) This Association shall be the cornerstone to support, promote and develop the general advancement and betterment of the school's Superstar Chef's, hereinafter referred to as "Superstar Chef's". This Association shall include, but not be limited to, the following:

- A. To promote the welfare of the members of the Superstar Chef's.
- B. To support and cooperate with, supplement and augment the services of the Director of the Superstar Chef's.
- C. To chaperone, sponsor or engage in official or social activities, which promote the interest of the Superstar Chef's.
- D. To create, promote and sustain public and administrative interest in, and support of the Superstar Chef's.
- E. To develop and implement fundraising strategies.
- F. To assist in providing funds for worthy activities and equipment outside the scope of Miami-Dade County Public School System's support.

## **ARTICLE 8. POWERS**

Solely for the foregoing purposes, the Corporation will have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Section 617.0302 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to the Act.

C. To do other things that are incidental to the powers of the Corporation or necessary or desirable to accomplish the purposes of the Corporation.

#### **ARTICLE 9. LIMITATION**

No part of the net earnings of the Corporation will inure directly or indirectly to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation will 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 7 (Purposes) of these Articles.

#### **ARTICLE 10. TAX-EXEMPT STATUS**

It is intended that the Corporation has, and will continue to have, the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and a private foundation as defined in Section 509 of the Code. These Articles will be construed accordingly, and all powers and activities of the Corporation will be limited accordingly. All references in these Articles to sections of the Internal Revenue Code or Code will be considered references to the Internal Revenue Code of 1986, as it may be amended from time to time, and to the corresponding provisions of any similar law subsequently enacted. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation will 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. Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on (i) 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 (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.

The Corporation shall distribute its income for each taxable 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 1954, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

Accordingly, the Corporation shall distribute its income in such manner as to avoid the imposition of tax under section 4942 of the Code and prohibit the organization from engaging in any acts contrary to sections 4941, 4943, 4944, and 4945.

#### **ARTICLE 11. DISSOLUTION**

Upon the dissolution of the Corporation, assets will be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the court will determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE 12. OFFICERS - EXECUTIVE BOARD**

The government body of this Association shall be made up of an Executive Board of at least four individuals consisting of a President, 1<sup>st</sup> Vice-President, Treasurer and Secretary, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Executive Board. Each Officer will be elected by majority vote of the members in the manner and at the times set forth in the Bylaws. Elected officers shall not hold the same office for more than two consecutive years. The names, titles and addresses of the initial Officers are as follows:

BETH STORY (President)	16301 SW 80th Avenue Palmetto Bay FL 33157
BARBARA ROATTA (Vice President)	16301 SW 80th Avenue Palmetto Bay FL 33157
MARKETA PONCE (Treasurer)	16301 SW 80th Avenue Palmetto Bay FL 33157
ROXANA MENDOZA (Secretary)	16301 SW 80th Avenue Palmetto Bay FL 33157

### **ARTICLE 13. INCORPORATOR**

The name and street address of the Incorporator is as follows: Brian W. Chaiken, Esq., Annesser & Chaiken, PLLC, 2525 Ponce De Leon Boulevard, Suite 625, Coral Gables, FL 33134.

### **ARTICLE 14. BYLAWS**

The Executive Board will make and adopt the Bylaws of the Corporation, and the Executive Board may alter, amend, or rescind the Bylaws in the manner set forth in the Bylaws.

### **ARTICLE 15. AMENDMENT**

The Executive Board may amend these Articles of Incorporation, consistent with changes adopted by the General Membership.

### **ARTICLE 16. INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY**

The Corporation will indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Section 617.0831 of the Florida Statutes. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Section 617.0834 of the Florida Statutes and other similar laws.

IN WITNESS, the undersigned Incorporator has signed these Articles of Incorporation on this 15 day of June, 2018.



Brian W. Chaiken, Esq.  
Annesser & Chaiken, PLLC  
2525 Ponce De Leon Blvd, Suite 625  
Coral Gables, FL 33134

### **CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Florida Statutes Section 617.0501, the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is SUPERSTAR CHEF'S PARENTS ASSOCIATION, INC.

2. The name and address of the registered agent and registered office are:

Brian W. Chaiken, Esq.  
Annesser & Chaiken, PLLC  
2525 Ponce De Leon Blvd, Suite 625  
Coral Gables, FL 33134

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, 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 I am familiar with and accept the obligations of my position as registered agent.

Dated: June 18, 2018



Brian W. Chaiken, Esq.  
Annesser & Chaiken, PLLC  
2525 Ponce De Leon Blvd, Suite 625  
Coral Gables, FL 33134