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## ARTICLES OF INCORPORATION OF

#### Chef Stephen Companies, Inc.

(A Florida Nonprofit Corporation)

The undersigned, acting as the Incorporator of this corporation, adopts the following Articles of Incorporation for said corporation.

#### ARTICLE I CORPORATE NAME

The established name of this nonprofit Corporation shall be Chef Stephen Companies, Inc.

## ARTICLE II DURATION

This corporation shall maintain perpetual existence, unless otherwise dissolved in accordance with its bylaws and/or any applicable laws. This corporation's existence shall begin at the time that these Articles of Incorporation have been filed and certified.

## ARTICLE III CORPORATE PURPOSE; POWERS

- 1. The purpose for which this Corporation is organized and shall operate is exclusively charitable, scientific, literary, and educational. Such purposes shall include, but not be limited to the following:
  - (a) Conduct catering services at community events
  - (b) To serve as a culinary training entity
    - a. To train adults in the area of culinary arts as a career or even start their own businesses
    - b. To community culinary classes that would train kids
  - (c) To acquire and hold property, either real, intellectual, or personal, for corporate purposes, as may be necessary for its proper function.
  - 2. As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:
  - (a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.

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- (b) To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credit.
- (c) To acquire, own, lease, mortgage and dispose of property, both real and personal.
- (d) To conduct classes and carry any necessary services and instruction through the public media, including electronic broadcasting, streaming video, AM and FM radio, telecasting, microwave distribution, closed circuit transmission, cable television, and any other form of electronic or printed media that might be developed in the future.
- (e) To accept property and donations of all kinds in trust for charitable purposes.
- (f) To acquire, hold, own, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stocks, bonds, obligations or other securities of other corporations, domestic or foreign, as investments or otherwise, in carrying out any of the purposes of the Corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.
- 3. In the conduct of the affairs of the Corporation:
  - (a) The property of the Corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distribution in furtherance of the purposes set forth in this Article
- (b) No substantial part of the activities of the Corporation shall exist of carrying on propaganda, or otherwise attempting to unduly influence legislation; nor shall it in any manner or to any extent participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.
- (c) The Corporation shall not:
  - (1) operate for the purpose of carrying on a trade or business for profit;
  - (2) accumulate income, invest income, or divert income, in a manner endangering it's exempt status; or
  - (3) except to an insubstantial degree, engage in any activity or exercise any

- powers that are not in the best interest of, nor in accordance with the purposes of the Corporation.
- (d) The Corporation's operations are to be conducted principally in the United States of America; the Corporation also may conduct operations in foreign countries, however, said operations shall be subject and in accordance with the laws of the State of Florida.

## ARTICLE IV REGISTERED OFFICE AND AGENT.

The initial street address and mailing address of the principal office and registered office of the Corporation is: 751 NE 199th Street #204, Miami, FL 33179 and the name of the registered agent at said address is Dario M. Stephen, President & CEO.

## ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

The power of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors which shall have three (3) directors initially. The number of directors which may be increased or decreased from time to time by appointment of Pastor &/or majority of the directors, but at no time shall there be fewer than three (3) directors of the Corporation.

#### ARTICLE VI INITIAL DIRECTORS

The manner in which the Directors of the Corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the Corporation. The names and street addresses of the initial directors of the Corporation are:

Dario M. Stephen, President and CEO	Dr. Demetrius A. Coley, Director
751 NE 199 <sup>th</sup> Street, #204	6540 Cedar Chase Way
Miami, FL 33179	Tallahassee, FL 32311
Josmeen Stephen, Director	Doris Jackson-Shazier, Director
751 NE 199 <sup>th</sup> Street, #204	3315 Magnolia Petal Court
Miami, FL 33179	Clermont, FL 34711
Charity Pinckney, Director	Martha Archer, Director
18610 NW 22 <sup>nd</sup> Place	17600 NW 5 <sup>th</sup> Ave. #613
Miami Gardens, FL 33056	Miami Gardens, FL 33169
Alyeshia Hudson-Wong, Director	
10360 S. Walden Pkwy #2C	
Chicago, IL 60643	

## ARTICLE VII CORPORATE NATURE

This Corporation is organized and shall operate on a non-stock basis.

## ARTICLE VIII MEMBERS

This Corporation shall have no members at this time.

## ARTICLE IX AMENDMENTS

Amendments to these Articles of Incorporation may be adopted by a majority of the directors in the manner set forth in the Bylaws of this Corporation.

## ARTICLE X INCORPORATOR

The name and address of the Incorporator is:

Demetrius A. Coley 6540 Cedar Chase Way Tallahassee, FL 32311

Dated this 8th day of June, 2018

IN WITNESS WHEREOF, the undersigned Incorporator has executed

these Articles of Incorporation

Demetrius A. Coley, Incorporator

### STATE OF FLORIDA COUNTY OF LEON

I hereby certify that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared Demetrius A. Coley, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same.

Witness my hand and official seal in the County and State aforementioned this 1st day of September, 2004.

Notary Public- State of Florida My Commission Expires:

## <u>CERTIFICATION OF DESIGNATION</u> <u>REGISTERED AGENT/ REGISTERED OFFICE</u>

Pursuant to the provisions of Section 607. 325, Florida Statues, the undersigned Corporation,, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the Corporation is: Chef Stephen Companies, Inc.
- 2. The name and address of the registered agent and office is: Dario M. Stephen, Registered Agent

#### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations set forth in Section 607. 325, Florida Statutes.

Dario M. Stephen

Date: June 8, 2018