

N19000001196

Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
DreamOway Foundation, Inc.

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ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE 1. Name

The name of this Corporation is:

DreamOway Foundation, Inc.

ARTICLE 2. Principal Office

The principal place of business and mailing address is:

646 Edgebrook Lane
West Palm Beach, FL 33411

ARTICLE 3. Purpose

The corporation is organized and shall be operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as it may be amended. Such purposes shall include but shall not be limited to: helping individuals make their dreams possible without cost, and to receive or take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount of value; to sell, convey, or otherwise dispose of such property; and to invest, reinvest or deal with the principal or income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, by Bylaws of the corporation, or any laws applicable thereto. The corporation may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, or necessary or expedient to the administration of the affairs or the attainment of such purposes, but not for the pecuniary profit or gain of its members, directors, advisors or officers, except as permitted under the Act. In furtherance of its corporate purposes, the corporation shall have all general powers enumerated in the Act, or any successor provisions thereto.

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ARTICLE 4. Manner of Election

The manner in which the directors are elected and appointed will be as provided in the bylaws.

ARTICLE 5. Initial Officers and/or Directors

The initial officer and directors are:

Name and Title: Justine Sinclair, President and Director
Address: 646 Edgebrook Lane
West Palm Beach, FL 33411

Heather L. Rinkus, Director
670 Bella Vista Ct. S
Jupiter, FL 33477

Peter D. Ticktin, Director
270 SW Natura Ave.
Deerfield Beach, FL 33441

ARTICLE 6. Registered Office; Registered Agent

The name and street address of the initial registered office are:

Justine Sinclair
646 Edgebrook Lane
West Palm Beach, FL 33411

ARTICLE 7. Incorporator

The name and address of the Incorporator is:

Law Office of James G. Dodrill II, P.A.

5800 Hamilton Way
Boca Raton, FL 33496

ARTICLE 8. Indemnification

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fee), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine

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upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such other court shall deem proper.

To the extent that any person referred to in the foregoing paragraphs of this Article has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to therein or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in the above paragraphs of this Article. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as provided in this Article.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

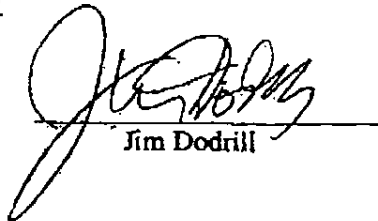
The Corporation shall have power to purchase and maintain insurance, at its expense, on behalf of itself or any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation,

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partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 29th day of January 2019.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in for in s.817.155, F.S.


Jim Dodrill

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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.

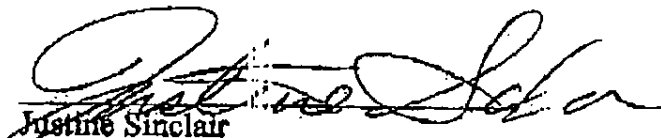
1. The name of the corporation is:

DreamOway Foundation, Inc.

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

Justine Sinclair
646 Edgebrook Lane
West Palm Beach, FL 33411

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


Justine Sinclair
Registered Agent

Date: January 25, 2019

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