



## COVER LETTER

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

SUBJECT: SHAH FAMILY CHARITY 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: MICHAEL SHAH

Name (Printed or typed)

9838 OLD BAYMEADOWS ROAD, SUITE #222

Address

JACKSONVILLE, FL 32256

City, State & Zip

904-708-8486

Daytime Telephone number

MICHAEL.SHAH1987@GMAIL.COM

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**SHAH FAMILY CHARITY INC**  
**ARTICLES OF INCORPORATION**

**January 17, 2019**

**ARTICLE I - NAME**

THE LEGAL NAME OF THIS ORGANIZATION IS SHAH FAMILY CHARITY INC.

**ARTICLE II - ADDRESS**

THE PRINCIPAL PLACE OF BUSINESS FOR SHAH FAMILY CHARITY INC WILL BE 9838 OLD BAYMEADOWS ROAD, SUITE #222, JACKSONVILLE, FL 32256; THIS WILL ALSO SERVE AS THE MAILING ADDRESS.

**ARTICLE III – PURPOSE**

THE PURPOSE OF SHAH FAMILY CHARITY INC IS TO SERVE THE LESS FORTUNATE THROUGH THE FOLLOWING AVENUES:

FOOD PANTRY – WE WILL ACCEPT DONATED GOODS FROM LOCAL COMPANIES / INDIVIDUALS THROUGH PRIVATE DONATIONS OR DRIVES AND THEN DELIVER THESE GOODS TO LOCAL SHELTERS / HALFWAY HOUSES / GROUP HOMES / OTHER CHARITIES THAT ARE IN NEED.

MEDICAL ASSISTANCE – WE WILL WORK WITH LOCAL MEDICAL PROFESSIONALS, WHO WILL BE GIVING THEIR TIME, TO PROVIDE LOW-COST AND/OR FREE MEDICAL CARE BOTH TO THE LOCAL COMMUNITY AND ABROAD.

PROVIDE NEEDED ITEMS FOR SHELTERS – WE WILL ORGANIZE AND RUN VARIOUS FUNDRAISING EFFORTS AIMED AS PURCHASING NEEDED SUPPLIES FOR SHELTERS.

WE WILL PAY NO SALARIES THEREBY OPERATING ON A VOLUNTEER BASIS; THIS WILL ALLOW THE ORGANIZATION TO MEET ITS GOAL OF HAVING 100% OF ALL DONATIONS RECEIVED GO DIRECTLY TOWARD FUNDING THESE CHARITABLE OPPORTUNITIES.

**ARTICLE IV – MANNER OF ELECTION OF BOARD OF DIRECTORS**

DIRECTORS WILL HOLD OFFICE FOR TERMS OF NO LONGER THAN 4 YEARS AND BE ELECTED BY VOTE OF BOARD OF DIRECTORS. INITIAL DIRECTORS WERE APPOINTED BY PRESIDENT MICHAEL SHAH AND WILL SERVE FOR AN INITIAL 4 YEAR TERM BEFORE COMING UP FOR RE-ELECTION OR REPLACEMENT.

RECEIVED  
19 FEB 13 AM 9:22  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

**ARTICLE V – INITIAL OFFICERS**


PRESIDENT, INITIAL VICE PRESIDENT  
INITIAL SECRETARY / TREASURER –

MICHAEL SHAH  
9838 OLD BAYMEADOWS ROAD  
SUITE #222  
JACKSONVILLE, FL 32256

**ARTICLE VI – REGISTERED AGENT**

THE NAME AND ADDRESS OF THE REGISTERED AGENT IS:

LCI TAXES  
CHRIS KOCHER CPA  
2729 E. MOODY BLVD. SUITE 101  
BUNNELL, FL 32110



1/18/19

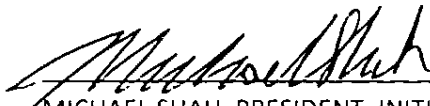
**ARTICLE VII – INCORPORATOR**

THE NAME AND ADDRESS OF THE INCORPORATOR IS:

MICHAEL SHAH  
9838 OLD BAYMEADOWS ROAD, SUITE #222  
JACKSONVILLE, FL 32256

**ARTICLE VIII – DISSOLUTION**

UPON DISSOLUTION, IN ACCORDANCE WITH INTERNAL REVENUE CODE SECTION 501(C)(3), ANY AND ALL REMAINING ASSETS OF SHAH FAMILY CHARITY INC WILL BE USED EXCLUSIVELY FOR EXEMPT PURPOSES. THE ASSETS WILL BE GIVEN TO OTHER LOCAL CHARITABLE ORGANIZATIONS ALSO QUALIFYING AS CHARITABLE UNDER SECTION 501(C)(3).



2/1/19

MICHAEL SHAH, PRESIDENT, INITIAL VICE PRESIDENT, INITIAL SECRETARY / TREASURER

19 FEB 13 AM 9:22  
COUNTY CLERK  
JACKSONVILLE, FL

**Conflict of Interest Policy**

**Article I**

**Purpose**

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (SHAH FAMILY CHARITY INC) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is

intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

## **Article II**

### **Definitions**

#### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

## **Article III**

### **Procedures**

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **Article IV**

### **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **Article V**

### **Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Article VI**

### **Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Article VII**

### **Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Article VIII**

### **Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.