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SECRETARY OF STATE
TALLAHASSEE, FL 32399

2019 JUL 22 PM 3:07

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COVER LETTER

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

SUBJECT: DMAC MINISTRIES, INC.

Enclosed is an original and one 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

FROM: Marty A. Stone, Esq.
14142 Amelia Island Way
Orlando, FL 32828
321 - 443 - 4643
mstone@maslaw.net

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

ARTICLES OF INCORPORATION
FOR
DMAC MINISTRIES, INC.
(Not-for-Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation shall be DMAC Ministries, Inc.

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of the corporation shall be 15524 E. Colonial Drive, Orlando, Florida 32826.

ARTICLE III: CORPORATE NATURE AND PURPOSE

The Corporation is organized pursuant to the Florida Corporations Not-for-Profit Law set forth in Chapter 617 of the Florida Statutes (the "Act") exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. For these purposes, the Corporation shall be entitled to receive and accept gifts and bequests of money or property, whether real, personal or mixed, and to assent to and carry out conditions, if any, attached to such gifts or bequests if such conditions are not incompatible with the purposes of the Corporation as herein set forth; and, subject to limitations, if any, imposed by law or by instruments of transfer of any gift or bequest, to hold, invest and reinvest, grant, sell, mortgage, lease, lend, make gifts of, use and otherwise dispose of any such money or property so received by this Corporation, including the income therefrom, for any of the purposes of this Corporation as hereinabove set forth.

ARTICLE IV: MANNER OF ELECTION OF BOARD OF DIRECTORS

The method of election of the Board of Directors as well as any qualifications for being a Member of the Board of Directors; the power to call the meetings of the Directors; the location of additional offices; the method for filling a vacancy on the Board of Directors, and the authority of the Corporation to enter into obligations with its Directors shall be provided from time to time by the Bylaws of the Corporation.

In furtherance, and not in limitation, of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to make, alter, amend and rescind the Bylaws of the Corporation, to fix the amount to be reserved as working capital, and to authorize and cause to be executed mortgages and leases upon the real or personal property of the Corporation.

ARTICLE V: MANAGEMENT OF CORPORATE AFFAIRS

a. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons nor more than five (5) directors. The initial number of Directors of the Corporation shall be four (4).

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of Directors following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one of the Board of Directors under any provision of law may be taken without a meeting, if all Directors of the Board shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any Certificate or document filed under any provision of law which relates to action so taken shall state that the action was by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorized the Directors to so act.

The names and addresses of such initial Directors of the Board of Directors are as follows:

Jonattan Robles
15224 E. Colonial Drive
Orlando, FL 32826

Tiffany Robles
15224 E. Colonial Drive
Orlando, FL 32826

Ke Shang
15224 E. Colonial Drive
Orlando, FL 32826

Wenyu Wang
15224 E. Colonial Drive
Orlando, FL 32826

b. Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Secretary and Treasurer, and such other Officers as the Bylaws of this Corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as Corporate Officers:

President:	Jonattan Robles
Vice President:	Tiffany Robles
Secretary:	Ke Shang
Treasurer:	Wenyu Wang

c. No Director or Officer of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his or her duty of care or other duty as a Director or Officer; provided, that this provision shall eliminate or limit liability of a Director or Officer only to the extent permitted from time to time by the Act.

d. The Corporation shall indemnify any Director or Officer of the Corporation and may, at the discretion of the Board of Directors, indemnify any employee or agent of the Corporation who was or is a party, or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact he or she is or was a Director, Officer, employee, or agent of the Corporation, against any expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, that this provision shall provide for indemnification only pursuant to the procedures provided and to the extent permitted from time to time by the Act.

e. Expenses (including attorneys' fees) incurred by a Director, Officer, employee or agent in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in the case of a Director or Officer and may, in the discretion of the Board of Directors, be paid by the Corporation in the case of an employee or agent in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Director, Officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation pursuant to the Act. Such expenses may be so paid upon the terms and conditions, if any, as the Board of Directors may deem appropriate.

ARTICLE VI: REGISTERED AGENT AND REGISTERED ADDRESS

The name and street address of the registered agent is:

Law Office of M.A. Stone, LLC
14142 Amelia Island Way
Orlando, FL 32828

ARTICLE VII: INCORPORATOR

The name and address of the incorporator is:

Jonattan M. Robles
15224 E. Colonial Drive
Orlando, FL 32826

ARTICLE VIII: EFFECTIVE DATE AND DURATION

The effective date of the Articles of Incorporation shall be the date accepted for filing by the Department of State, Division of Corporations and the term of existence of the Corporation shall be perpetual.

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2019 JUL 22 PM 3:07
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TALLAHASSEE, FL 32399

ARTICLE IX: EARNINGS AND ACTIVITIES OF THE CORPORATION

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 IV hereof.

b. No substantial 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 any political campaign on behalf of any candidate for public office.

c. Notwithstanding any other provision of these Articles, the Corporation shall not 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 any future United States Internal Revenue Law); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue Law.

d. Notwithstanding any other provision of these Articles, this Corporation shall not, except to insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

e. Notwithstanding any other provision in these Articles of Incorporation, in the event this Corporation is ever determined to be a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent federal tax laws, then the following shall apply:

i. 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 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

ii. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

iii. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

iv. 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 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

v. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE X: DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1986, as amended, (or future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI: DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director or Officer thereof, or to the benefit of any private Individual.

ARTICLE XII: MEMBERS

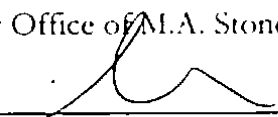
The Corporation shall have no Members.

ARTICLE XIII: AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be affected by a resolution adopted by the Board of Directors as provided by the Bylaws of this Corporation.

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

Law Office of M.A. Stone, LLC

By:  _____

Marty A. Stone

Its: Manager

Date: 7/3/19

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 for in section 817.155, Florida Statutes.


Jonathan Robles, Incorporator

Date: 7/8/19

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TALLAHASSEE, FLORIDA