

8/14/2019

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Opportunities for All Floridians, Inc.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**OPPORTUNITIES FOR ALL FLORIDIANS, INC.**

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**The undersigned Incorporator**, in order to form a nonprofit corporation for the purposes stated in these, in accordance with the provisions of the Florida Not For Profit Corporation Act

**does hereby certify that:**

**ARTICLE I NAME**

The name of the corporation is Opportunities for All Floridians, Inc. (the "**Corporation**").

**ARTICLE II PURPOSE AND CHARACTER OF AFFAIRS**

A. The Corporation is a nonprofit organization organized and operated exclusively for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "**Code**") (all references to sections of the Code include the corresponding provision of any subsequent federal tax law). More specifically, the purpose for which the Corporation is formed is to help hardworking Florida families who are struggling to make ends meet by growing the economy so that everyone can live a good quality life.

B. In furtherance of the foregoing purposes, the Corporation has all powers granted to a corporation under the Florida Not For Profit Corporation Act and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(4) of the Code.

C. No part of the net earnings of the Corporation may inure to the benefit of or be distributed to any director, employee, or other individual, partnership, estate, trust, or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation must be limited to reasonable amounts.

D. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(4) of the Code.

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### ARTICLE III. DIRECTORS

A. The affairs and business of the Corporation are to be managed and conducted by the directors of the Corporation.

B. The qualifications, manner of election, number, tenure, powers, and duties of the directors of the Corporation are as set out in the Bylaws of the Corporation.

C. The directors have the power to adopt, amend, or repeal the Bylaws but only in accordance with the provisions set out in these Articles and in the Bylaws of the Corporation.

D. The initial Board of Directors has three directors. The number may be changed and otherwise fixed in accordance with the Bylaws of the Corporation.

E. The names and addresses of the persons who are to serve as the initial directors of the Corporation until their successors are elected and duly qualified are as follows:

<u>Name</u>	<u>Address</u>
Wagner, Laura	4151 Park Ave. Miami, FL 33133
Jerez, Phillip	14030 Biscayne Blvd. 1003 North Miami Beach, FL 33181
Bay, Tessa	542 NE 72 St. Miami, FL 33138

### ARTICLE IV. REGISTERED AGENT

The name and address of the Corporation's registered agent in the State of Florida are as follows:

<u>Name</u>	<u>Address</u>
C T Corporation System	1200 South Pine Island Road Plantation, Florida 33324

#### **ARTICLE V. PRINCIPAL OFFICE ADDRESS**

The address of the Corporation's initial principal office is the address is 1951 NW 7 Ave., 6<sup>th</sup> Floor, Miami, FL 33136.

#### **ARTICLE VI. INCORPORATOR**

The name and address of the incorporator are as follows:

<b>Name</b>	<b>Address</b>
Amanda E. Reed	1 Thomas Circle, NW Suite 1100 Washington, DC 20005

#### **ARTICLE VII. MEMBERS**

The Corporation has no members.

#### **ARTICLE VIII. DIRECTOR LIABILITY**

A. No director of the Corporation is personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director except that this Article VIII does not eliminate or limit the liability of a director for:

1. any breach of a director's duty of loyalty to the Corporation;
2. acts or omissions not in good faith or that involve recklessness, malicious purpose, or wanton and willful disregard of human rights, safety or property, intentional infliction of harm on the Corporation or a knowing violation of law; or
3. any transaction from which the director involved derived an improper personal benefit.

B. If the Florida Not For Profit Corporation Act is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation of personal liability set out in this Article VIII, will be limited to the fullest extent permitted by the amended law.

C. The Corporation shall indemnify its directors to the greatest extent permitted by the Florida Not For Profit Corporation Act, following the procedures set out in the Florida Not For Profit Corporation Act and the Bylaws of the Corporation.

#### **ARTICLE IX. DISSOLUTION**

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law:

1. none of the property of the Corporation or any proceeds of that property may be distributed to or divided among any of the directors or officers of the Corporation or inure to the benefit of any individual; and
2. After all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provision made therefor, all remaining property and assets of the Corporation must be distributed to one or more organizations that are exempt from tax as organizations described in section 501(c)(3) or section 501(c)(4) of the Code, or to be used for social welfare purposes consistent with the requirements of section 501(c)(4) of the Code.

*{Signature on next page.}*

The undersigned Incorporator named above does hereby affirm under penalties of perjury that these Articles of Incorporation of Opportunities for All Floridians, Inc. is her act and deed and the facts stated in these Articles are true, and, accordingly, she has executed these Articles as of August 13, 2019.

/s/ Amanda E. Reed

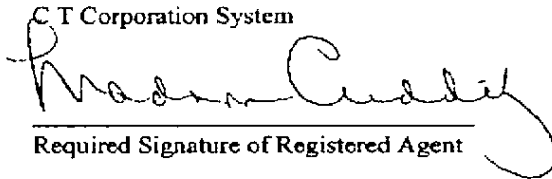
Amanda E. Reed

Incorporator

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ALL FLORIDIANS, INC.

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

CT Corporation System

  
Required Signature of Registered Agent

8-13-19  
Date

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FALL RIVER, MA