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**ARTICLES OF INCORPORATION**  
**OF**  
**GROVE RIGHTS AND COMMUNITY EQUITY, INC.**

Pursuant to the provisions of Chapter 617.0202, Florida Statutes, the undersigned Florida not for profit corporation Grove Rights and Community Equity, Inc. (the "Corporation"), hereby certifies and files the following Articles of Incorporation:

**Article I: Name**

The name of the Corporation is: Grove Rights and Community Equity, Inc.

**Article II: Principal Place of Business and Mailing Address**

The principal place of business of the Corporation is: 3680 Thomas Avenue, Miami, FL 33133  
The mailing address of the Corporation is: 3680 Thomas Avenue, Miami, FL 33133

**Article III: Duration**

The duration of this Corporation is perpetual.

**Article IV: Membership**

The Corporation shall have members and the manner of their admission shall be set forth in the Corporation's bylaws.

**Article V: Corporate Purposes**

The Corporation is formed exclusively for charitable and educational, and consists of the following:

1. This Corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
2. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which insures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.
3. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others.

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whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

4. All of the foregoing purposes shall be exercised exclusively in a charitable and educational manner, such that the Corporation will qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

#### **Article VI: 501(c)(3) Limitations**

1. Corporate Purposes: Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct any activities that are not permitted to be conducted by an organization exempt from Federal and state income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
2. Exclusivity: The Corporation is organized exclusively for charitable and educational purposes.
3. No Private Inurement: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits, or dividends to the Directors, Officers, members or trustees thereof, or to any other private persons or individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually performed in carrying out, and to make payments and distributions in furtherance of, the Corporation's charitable and educational purposes. The property, assets, profits, and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any private person or individual.
4. Lobbying and Political Campaigns: No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.
5. Dissolution: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law, to be used exclusively for charitable and educational purposes, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed

by decree of a court of competent jurisdiction of the county in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

#### **Article VII: Directors/Officers**

The names and address of the initial Directors are as follows:

Clarice Cooper  
3735 Oak Avenue  
Miami, FL 33133-4806  
Co-Chair/Director

John Chambers  
3642 Thomas Avenue  
Miami, FL 33133  
Co-Chair/Director

Carolyn Donaldson  
17427 NW 62<sup>nd</sup> Court  
Miami, FL 33015  
Treasurer/Director

Anthony Alfieri  
1346 Alegriano Ave.  
Coral Gables, FL 33146  
Secretary/Director

Chris Hudson  
100 SE 2<sup>nd</sup> Street  
Suite 3400, Miami Tower  
Miami, FL 33131  
Director

#### **Article VIII: Manner of Election**

The method of selection of the Board of Directors, Officers, and number of Directors shall be stated in the Bylaws of the Corporation

#### **Article IX: Incorporator**

The name and address of the incorporator is:

Clarice Cooper  
3735 Oak Avenue  
Miami, FL 33133-4806

### **Article X: Registered Agent**

The name and address of the initial Registered Agent is:

Edith Georgi  
3250 Allamanda St  
Miami, Fl. 33133

### **Article XI: Indemnification**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

### **Article XII: Debt Obligations and Personal Liability**

No Officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the Officers or Directors be subject to the payment of the debts or obligations of this Corporation.

### **Article XIII: AMENDMENT**

These Articles of Incorporation may be amended in accordance with, and as provided for in, the Corporation's bylaws.

*[Signatures on following page]*

### EXECUTION

These Articles of Incorporation are hereby executed by the incorporators on this 16th day of August, 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 for in s. 817.155, F.S.*

Dated this 16th day of August 2019.

By: Clarice C. Cooper

Clarice Cooper, Incorporator

### REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

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

Dated this 16th day of August 2019

By:

Edith Georgi

Edith Georgi, Registered Agent