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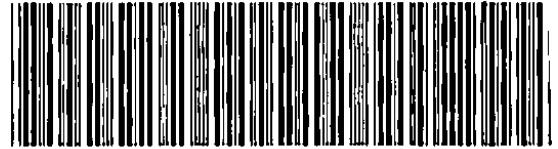
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

19-SEP-16-PM-5:00

D O'KEEFE
SEP 27 2019

COVER LETTER

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

SUBJECT: Utopia Foundation, 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: Catrina Calvert

Name (Printed or typed)

6619 South Dixie Highway #569

Address

Miami, FL 33143

City, State & Zip

708-698-2474

Daytime Telephone number

utopiaproject19@gmail.com

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

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

ARTICLE I NAMEThe name of the corporation shall be: Utopia Foundation, Inc.**ARTICLE II PRINCIPAL OFFICE**Principal street address:
6619 South Dixie Highway #569Miami, FL 33143-7919

Mailing address, if different is:

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: The Organization is a nonprofit corporation that shall be organized and operated exclusively for charitable and educational purposes and other programs and projects as are described in §§ 170(c)(2) 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws. See Additional Articles for Additional Purpose.

ARTICLE IV MANNER OF ELECTIONThe manner in which the directors are elected and appointed: See Additional Art**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**Name and Title: Catrina Calvert, PresidentAddress: 6619 South Dixie Highway #569
Miami, FL 33143Name and Title: Cassandra Calvert, Vice-PresidentAddress: 6619 South Dixie Highway #569
Miami, FL 33143Name and Title: Varnell Calvert, TreasurerAddress: 6619 South Dixie Highway #569
Miami, FL 33143Name and Title: Trina Calvert, SecretaryAddress: 6619 South Dixie Highway #569
Miami, FL 33143Name and Title: Marcus Calvert, DirectorAddress: 6619 South Dixie Highway #569
Miami, FL 33143

Name and Title: _____

Address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

19 SEP 16 PM 5:00

FILED

Name and Title: _____	Name and Title: _____
Address: _____	Address: _____
_____	_____
_____	_____
Name and Title: _____	Name and Title: _____
Address: _____	Address: _____
_____	_____
_____	_____

ARTICLE VI REGISTERED AGENTThe **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Catrina Calvert

Address: 6619 South Dixie Highway #569

Miami, FL 33143

ARTICLE VII INCORPORATORThe **name and address** of the Incorporator is:

Name: Catrina Calvert

Address: 6619 South Dixie Highway #569

Miami, FL 33143

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____. (OPTIONAL.)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.*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*

<u>Catrina Calvert</u>	<u>9/6/2019</u>
Required Signature of Registered Agent	Date

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.

<u>Catrina Calvert</u>	<u>9/6/2019</u>
Required Signature of Incorporator	Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

19 SEP 16 PM 5:00

ADDITIONAL ARTICLES TO THE ARTICLES OF INCORPORATION OF UTOPIA FOUNDATION, INC.

The following Articles are supplemental to the Articles to which they are attached. These Articles should be read in connection with the Articles to which they are attached and together constitute the entire Articles of Incorporation of Utopia Foundation, Inc. (the "Organization").

ARTICLE IX

Period of Existence

The period during which the Organization shall continue is perpetual.

ARTICLE X

Additional Purpose and Dissolution

Section 1. Additional Purpose. The Organization principally exists to (a) educate the public regarding the benefits of budgeting and financial management; (b) provide free and/or affordable housing to those individuals that are asset limited and income constrained, but employed; (c) assist these individuals by providing them with access to free and/or affordable essentials; (d) solicit and receive funds for the accomplishment of the above purposes; and (e) pursue any other purpose permitted to be pursued by a charity (or, by a private foundation should this organization ever become a private foundation), as that term is defined in 26 USC §§ 501(a) and (c)(3) and associated regulations, as each may from time to time be amended.

Section 2. Dissolution. If the Organization is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Organization, and that are described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific as shall at the time qualify as an exempt organization or organizations under Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code, as the Board shall determine. Any such property not so transferred shall be disposed of by court of the appropriate jurisdiction in the county where the registered office of the Organization is then located, exclusively for such tax-exempt purposes or to such tax-exempt organizations as such Court shall determine.

ARTICLE XI

Powers

Section 1. Grant of Power. Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Organization shall have the power or authority to do any act that will prevent the Organization from being an organization described in Code §§ 170(c)(2)(B),

501(c)(3), 2055(a)(2), and 2522(a)(2), or corresponding provisions of any subsequent federal tax laws. The Organization shall be and hereby is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.

Section 2. Enumerated Powers. Subject to the foregoing statements, and subject to and in furtherance of the purposes for which it is organized, the Organization shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

(a) To indemnify any appropriate person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

(b) To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE XII

Members

While the Organization does not have "members" as that term is defined in the Florida Not For Profit Corporation Act, the Organization may designate as "members" individuals, corporations, or other associations and organizations who satisfy certain criteria established by the Board of Directors and who support the purposes and programs of the Organization. Such designation shall carry no legal significance under the Act and shall not entitle such "members" to any vote on Organization matters or to attendance at Organization meetings.

ARTICLE XIII

Directors

Section 1. Creation and Number. The exact number of Directors of the Organization shall be specified in or fixed in accordance with the Bylaws of the Organization (the "Bylaws") at a number no smaller than three (3).

Section 2. Election, Qualifications and Responsibilities. The directors of the Organization shall be elected in the manner and for terms as specified in or fixed in accordance with the Bylaws. The qualification, rights and responsibilities of the Directors shall be as laid forth in the Bylaws of the Organization.

Section 3. Meetings. Meetings of the Board of Directors may be held at any location, either inside the State of Florida or elsewhere.

ARTICLE XIV

Regulation of Corporate Affairs

The affairs of the Organization shall be subject to the following provisions:

Section 1. No Inurement. None of the Organization's net earnings shall inure to the benefit of any private individual. Notwithstanding this prohibition, the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth above.

Section 2. Not a Private Foundation; Contingencies. Notwithstanding any other provision of these Articles, at any time the Organization is deemed a "private foundation" described in Code § 509(a), the Organization shall:

- (a) Refrain from any act of self-dealing as defined in Code § 4941(d);
- (b) Meet minimum distribution requirements in Code § 4942;
- (c) Not retain any excess business holdings as defined in Code § 4943(c);
- (d) Not make any jeopardizing investment as defined in Code § 4944; or
- (e) Not make any taxable expenditure as defined in Code § 4945(d).

Section 3. Charitable Status. Neither the Directors nor the Organization shall have the power or authority to do any act that will prevent the Organization from being a charity described in Code §§ 501(c)(3) and 509.

Section 4. Not an Action Organization; No Political Intervention. Except as otherwise permitted by Code § 501(h), no substantial part of the activities of the Organization shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation. The Organization shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as permitted under Code § 501(c)(3), the Code of Federal Regulations or other applicable Federal law.

Section 5. Power of Board. Subject to the provisions of these Articles and applicable law, the Board of Directors shall have complete and plenary power to manage, control and conduct all affairs of the Organization.

Section 6. Amendments to Articles and Bylaws. The power to make, alter, amend, and repeal the Organization's Articles and Bylaws shall be vested in the Board of Directors, subject to the provisions of these Articles, the Bylaws and applicable law.

Section 7. Liability. No officer, director or employee of the Organization shall be liable for any of the Organization's debts or obligations.

Section 8. Reliance. All parties dealing with the Organization shall have the right rely upon any action taken by the Organization pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Organization's Articles, Bylaws, and applicable law.

Section 9. Committees. The Board of Directors may from time to time, in the Bylaws of the Organization or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Organization.

*****END OF ATTACHMENT*****

This instrument was prepared by Zachary S. Kester, Attorney at Law, Charitable Allies Inc.

FILED
19-SEP-16 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA