

N19000011948

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

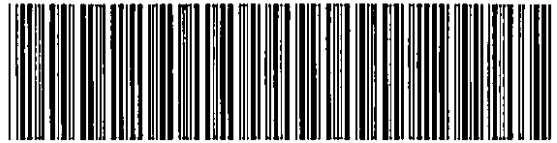
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

N. SAMS

NOV 25 2019



400336319594

11/04/19--01013--008 ++70.00

FILED
2019 NOV -4 AM 9:37
CLERK OF COURT
ALLAHASSEE, FL 0900

MARC F. OATES, P.A.
Attorneys at Law

5515 Bryson Drive, Suite 502
Naples, FL 34109
Telephone (239) 598-1136 / Facsimile (239) 598-4272
E-Mail Address: Marc@MarcOatesLaw.com
Website Address: www.MarcOatesLaw.com

October 30, 2019

VIA: USPS MAIL

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

Re: Transaction: Florida Immigration Law Clinic, Inc.

To Whom It May Concern:

In connection with the above-referenced transaction, enclosed please find our operating account **check number 1629** in the amount of **\$70.00**, reflecting the filing fee for a Florida Non-Profit Corporation. The following is enclosed for recording:

1. The original Articles of Incorporation for Florida Immigration Law Clinic, Inc.

Should you have any questions, please contact our office accordingly.

Very truly yours,



Jacqueline A. Vela, Esq.

Enclosures as stated

FILED
2019 NOV -4 AM 9:37
U.S. DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FILED

OF

2019 NOV -4 AM 9:37

FLORIDA IMMIGRATION LAW CLINIC, INC. SECRETARY OF STATE, TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a nonprofit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE I – NAME

The name of this corporation is **FLORIDA IMMIGRATION LAW CLINIC, INC.**, (hereinafter, "Corporation").

ARTICLE II – PRINCIPAL OFFICE

The address of the principal office of the Corporation is **5515 Bryson Drive, Suite 502, Naples, FL 34109**, and the mailing address is the same.

ARTICLE III - PURPOSE

The purposes for which this Corporation is organized exclusively for charitable purposes within the meaning of 26 U.S.C. §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation shall engaged in any activity or business permitted under the laws of the United States and under the Florida Not For Profit Corporation Act and provide immigration legal services primarily to low-income or indigent clients within the United States. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause the Corporation not to qualify as a tax-exempt organization under the Code. The Corporation is authorized to engage in activities that would not cause the loss of such qualification, indirectly or directly, which are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them. This Corporation shall have a perpetual existence.

ARTICLE IV- INCORPORATORS

The names and street address of the incorporators of this Corporation are **Marc F. Oates** and **Jacqueline A. Vela** whose addresses shall be the same as the principal office of the Corporation.

ARTICLE V – MEMBERSHIP

The Corporation elects to have no members. Any action which would otherwise require a vote of members shall require only a vote of the members of the Board of Directors, and no

meeting or vote of members shall be required for this Corporation. any provision of the Articles of Incorporation or the Bylaws of the Corporation to the contrary notwithstanding.

ARTICLE VI – NOT-FOR-PROFIT

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. §501(c)(3). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. §501(c)(3).

ARTICLE VII – LIMITATIONS

Section 1. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings or property of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members, directors or officers. However, the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered, and to make payments and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on by, (i) a corporation exempt from federal income tax under the Code, or (ii) a corporation, contribution to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

Section 3. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 4. Notwithstanding any other provision of these Articles to the contrary, the corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under the Code and the Corporation shall not participate in, or intervene in any political campaign on behalf of any candidate for public office.

Section 5. Notwithstanding any other provision of these Articles to the contrary, title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VIII – DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed, as the board of directors shall determine, to One (1) or more Not-for-Profit fund(s).

foundation(s), or corporation(s) which are organized and operated exclusively for religious and charitable purposes purpose similar to the dissolving corporation and which have established tax-exempt status under the Code, or corresponding provisions of any subsequent federal tax.

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 in the State of Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX – INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is **5515 Bryson Drive, Suite 502, Naples, Florida 34109** and the name of the Registered Agent at that address is **Marc F. Oates, P.A.**

ARTICLE X– INITIAL DIRECTORS

Section 1. There at all times shall be not less than three (3) Directors of the Corporation. The names and addresses of the persons who are to serve as the initial Directors of the Corporation, are as follows:

<u>Director Name:</u>	<u>Address:</u>
Ulysses Jaen	5515 Bryson Drive, Suite 502, Naples, FL 34109
Marc F. Oates	5515 Bryson Drive, Suite 502, Naples, FL 34109
Jacqueline A. Vela	5515 Bryson Drive, Suite 502, Naples, FL 34109

Section 2. The method of election of directors is as stated in the Bylaws of the corporation.

ARTICLE XI – INITIAL OFFICERS

Section 1. The officers and their manner of election shall be as provided in the Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary and shall have power to alter, amend or repeal the Bylaws from time to time. The initial persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors or until their successors are elected are:

<u>Officer Name:</u>	<u>Title:</u>
Ulysses Jaen	President
Marc F. Oates	Vice President
Jacqueline A. Vela	Vice President
Marc F. Oates	Treasurer
Jacqueline A. Vela	Secretary

ARTICLE XII – LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for debts of the Corporation.

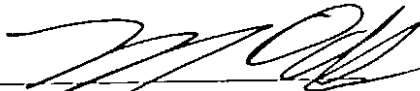
ARTICLE XIII – INDEMINIFICATION

The Corporation shall indemnify any officer or director, or any former director or former officer, to the fullest extent permitted by law and who was successful, on the merits or otherwise, in the defense of any proceeding to which director or officer, or any former director or former officer was a party because the director or officer was or is an officer or director of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection to the proceeding. Nothing contained in these Articles shall limit or preclude the exercise of any right relating to indemnification or advance of reasonable attorney fees and expenses. All references in these Articles to "director" and "officer", of the Corporation are deemed to include any amendment or successors thereto.

ARTICLE XIV – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, unless all the Directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator of this corporation, have for the purpose of forming this nonprofit corporation under the laws of the State of Florida, executed these articles of incorporation on this 30 day of **October, 2019**. I affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

By: 
Marc F. Oates, Incorporator

By: 
Jacqueline A. Vela, Incorporator

FILED
2019 NOV -4 AM 9:37
CLERK OF DISTRICT COURT
ALABAMA

**CERTIFICATE OF DESIGNATION ACCEPTANCE OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **FLORIDA IMMIGRATION LAW CLINIC, INC.;**
2. The name and address of the registered agent and office is: **Marc F. Oates, P.A. c/o Marc F. Oates, Esq., 5515 Bryson Drive, Suite 502, Naples, FL 34109.**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent under Section 617.0501, Florida Statutes.

MARC F OATES, P.A.

By: _____

Marc F. Oates, Esq.

Its: President

Date: October 30, 2019

FILED
2019 NOV -4 AM 9:37
ST. LEO COUNTY
ALLIANCE