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FLORIDA PROFIT/NON PROFIT CORPORATION
MANGROVE FOUNDATION INC

FEB 20 2020

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ARTICLES OF INCORPORATION

Of

MANGROVE FOUNDATION INC

The undersigned, for the purpose of forming a nonprofit corporation under the laws of the state of Florida in accordance with the provisions of chapter 617 Florida Statutes, further adopts the following articles of corporation.

ARTICLE I**NAME**

The name of the corporation is **MANGROVE FOUNDATION INC**

ARTICLE II**PRINCIPAL OFFICE**

The place in this state where the principal office of this corporation is to be located is Orlando, but the corporation may maintain offices and transact businesses in such other places within or without the state of Florida as may from time to time be designated by the Board of Directors. The address of the principal office and the mailing address is **13574 Village Park Dr Ste 250, Orlando, Fl 32837**

ARTICLE III**PURPOSE**

A. **MANGROVE FOUNDATION INC** is organized as a corporation non-for-profit under the laws of the State of Florida to **SERVE AND PROMOTE INDIVIDUAL DEVELOPMENT AND CREATE LIFE OPORTUNITIES THROUGH CULTURE AND EDUCATION**, and to perform the acts and duties incident to the operations and management of the corporation in accordance with the provisions of these Articles of Incorporation and Bylaws of the Corporation, which will be adopted; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the land, the improvements and such other property, real and personal, as may become part of the corporation to the extent necessary or convenient for the administration of the corporation. The corporation shall be conducted as a nonprofit organization.

B. Notwithstanding anything herein to the contrary, said Corporation is organized exclusively for charitable, religious, education and scientific purposes, including for such

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purposes the making of distributions to organizations under section 503 (c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private person 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 section 501 (c)(3) purposes. 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, or intervene (including the publishing or distribution of the statements), in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

DURATION

This corporation shall commence as of the date of filing of these Articles with the Secretary of State and shall have perpetual existence. However, such existence shall not exceed any limitation required by Florida Statutes.

ARTICLE V

MEMBERSHIP

The membership of this corporation shall be governed by the Bylaws of this Corporation.

ARTICLE VI

POWERS

The corporation shall have all of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this corporation is chartered, and all of the powers reasonably necessary to implement an effectuate the purpose of the corporation including but not limited to the power authority and right to:

A. Make and establish reasonable rules and regulations governing use of the property, common elements and limited common elements in and of the Corporation, as such terms will be defined by the Bylaws.

B. Levy and collect assessments against members of the Corporation to defray the common expenses of the Corporation, as will be provided in the Bylaws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Corporation property, including property, which might be necessary or convenient

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in the operation and management of the Corporation in accomplishing the purposes set forth in these Articles and Bylaws.

C. Maintain, repair, replace, operate, and manage the Corporation property, including the right to reconstruct improvements after casualty and to further improve and out to the Corporation property.

D. Contract for the management of the Corporation done, in connection therewith, to delegate any or all of the powers and duties of the corporation to the extent and in the manner permitted by the Bylaws.

E. Enforce the provisions of these Articles of Incorporation, the Bylaws and all rules and regulations governing use of the Corporation which may hereafter be establish.

F. Exercise, undertake, and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation.

ARTICLE VII

BOARD OF DIRECTORS AND OFFICERS

The affairs of this Corporation shall be managed by a Board of Directors and the following officers President, Treasury, Secretary and such other officers as may be provided by the Bylaws. The Directors shall be elected at the annual meeting of the membership for a term of three years and or until their successor shall be elected and shall qualifies, and the officers shall be elected at the annual meeting of the board of directors. The Board of Directors of this Corporation shall consist of not less than three members nor more than the number specified in the Bylaws. The number of term of directors and the provisions for their election, and the provisions respecting the removal, disqualification and resignation of directors for filing vacancies on the Board of Directors shall be established by the Bylaws. Any two or more offices may be held by the same person.

The initial officers and/or Directors of the Corporation are:

Title: President

PATRICIA GALINDO

13574 Village Park Dr. Ste 250
Orlando, FL. 32837

Title: Vice-President

JOSE LUIS ICHASO

13574 Village Park Dr. Ste 250
Orlando, FL. 32837

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Title: Treasurer

SHEILA CANALLE-GONZALEZ

13574 Village Park Dr. Ste. 250

Orlando, FL. 32837

Title: Secretary

BLAS ICHASO

13574 Village Park Dr. Ste. 250

Orlando, FL. 32837

ARTICLE VIII

REGISTERED AGENT

The initial registry agent of the corporation shall be **ORLANDO REGISTERED AGENTS LLC**. The street address of the initial register office of this Corporation is 13574 Village Park Dr. Ste. 250, Orlando Fl 32837

ARTICLE IX

INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

Every director and officer of the Corporation shall be indemnified by the Corporation to the full extent allowed by law, including, without limitation, indemnification against all the expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement thereof to which the director or officer might be a party, or in which he or she may become involved by reason of being or having been a director, or if the director or officer is adjudged guilty of willful misfeasance of malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approved such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be and not exclusive of all other rights to which such director or officer may be entitled. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Chapter 617, and other similar laws.

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ARTICLE X**LIMITATIONS**

This corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the Corporation and the transfer thereof, as well as the number of members shall be upon such terms and conditions provided by for in the Bylaws. There shall be no dividends paid to any of the members, nor shall any part of the income of the Corporation be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied in the manner provided for in the Bylaws. The corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered, may confer benefits upon its members in conformity with its purpose, and upon dissolution or final liquidation may make distributions to its members as is permitted by the Court having jurisdiction thereof, and no such payments, benefit or distribution shall be deemed to be a dividend or distribution of income.

ARTICLE XI**BYLAWS**

The Bylaws of this Corporation shall be adopted by the first Board of Directors. The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors or the members of the Corporation at any duly called meeting of the members in the manner provided by the Bylaws.

ARTICLE XII**AMENDMENTS**

Proposal for the alteration, amendment or rescission of these Articles of Incorporation which do not conflict with the applicable law may be made by a majority of the Board of Directors or a majority of the voting members. Such a proposal shall set forth the proposed alteration, amendment or recession, shall be in writing, filed by the Board of Directors or a majority of the members, and delivered to the president, who thereupon shall call a special meeting of the Corporation not less than ten (10) days nor later than sixty (60) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the Bylaws. And affirmative vote of seventy-five percent (75%) of all qualified vote of the members of the Corporation shall be required for the requested alteration, amendment or rescission.

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ARTICLE XIII**DISSOLUTION**

In the event of the dissolution of this Corporation, the Board of Directors shall after paying or making provision for the payment of all the liabilities of the Corporation, distribute all assets of the corporation exclusively to such charitable, educational, religious or scientific entities as shall at the time qualify as exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future United States internal revenue law) and as shall be selected by the Board of Directors.

ARTICLE XIV**INCORPORATOR**

The name and street address of the incorporator is as follows:

CARLA CAMACHO
13574 Village Park Dr. Ste 250
Orlando Fl 32837

In witness whereof, the undersigned subscribing incorporator, has hereunto set her hand and seal this 18th day of February 2020, for the purpose of forming this Corporation not-for-profit under the laws of the State of Florida.

Carla Camacho

CARLA CAMACHO

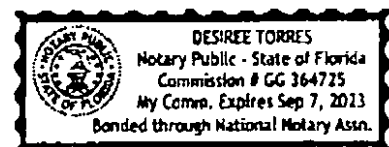
STATE OF FLORIDA
COUNTY OF ORANGE

I, HEREBY CERTIFY, that on this day, personally appeared before me, a notary public duly authorized to take acknowledgments, **CARLA CAMACHO**, to me known to be the person who executed the above and foregoing Articles of Incorporations, for the purpose therein described.

WITNESS my hand and official seal at Orlando, Orange County, Florida the 18 day of February 2020

Notary Public, State of Florida

Desiree Torres
DESIREE TORRES



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ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of the **MANGROVE FOUNDATION INC** and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment 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.

Dated, this 18th day of February, 2020.


Signature of Registered Agent

Desiree Torres

On behalf of ORLANDO REGISTERED AGENTS LLC

13574 Village Park DR Ste. 250

Orlando FL 32837

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