



PENGUIN TAX, INC.  
Crexent Business Center  
12401 Orange Drive, Suite 222  
Davie, Florida 33330  
Tel (954) 458-2000  
Fax (954) 458-2002  
Cell (754) 422-4044

May 1, 2020 VIA UPS 1Z E34 53W 03 9155 9333

New Filing Section  
Department of State  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe St Ste 510  
Tallahassee, FL 32303

Re: 505 Foundation Inc  
New Non Profit Filing

Dear Sir/Madam:

Enclosed herewith please find the following:

1. Duplicate original Articles of Incorporation for 505 Foundation Inc., a newly formed Florida Non Profit entity. One copy is for filing with your Department and the other is to return a certified copy back to the undersigned in the also enclosed self addressed return UPS envelope.
2. Filing fee in the amount of \$87.50 which includes the fee for a certified copy.

Please file these Articles of Incorporation in the normal course of business. I thank you in advance for your prompt attention to and anticipated cooperation in this matter. Of course, if you have any questions, or if I can be of any further assistance regarding this matter, please do not hesitate to contact me at any time.

Very truly yours,

PENGUIN TAX, INC.

By: 

Scott E. Itkin  
President

Enclosures As stated above

2020 MAY -6 PM 12: 27  
SECRETARY OF STATE  
TALLAHASSEE, FL

FILED

ARTICLES OF INCORPORATION

OF

505 FOUNDATION INC

Pursuant to the provisions of Section 617.0202, Florida Statutes, this Florida Not For Profit Corporation adopts the following amended and restated articles of incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation shall be 505 FOUNDATION INC

**ARTICLE II  
NATURE OF CORPORATE BUSINESS**

The Corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

The specific purpose of this Corporation is help provide options and alternatives for affordable housing to the disadvantaged, poor and other people in need within the United States.

This Corporation is organized exclusively for religious, charitable and educational purposes as those terms are defined in the Section 501( c)(3), of the Internal Revenue Code of 1986, as amended.

Notwithstanding any other provision of these amended and restated articles, the Corporation shall not carry on any activities that are not permitted to be engaged in by an organization exempt from federal income taxation under Section 501 ( c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE III  
EXISTENCE**

This Corporation is to exist perpetually, unless dissolved according to law.

**ARTICLE IV  
DIRECTORS**

The business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) person as designated by the by-laws, and elected at an annual meeting or a specially called meeting for the purpose of electing a director of this Corporation.

FILED  
2020 MAY -6 PM 12:22  
SECRETARY OF STATE  
TALLAHASSEE, FL

The current Board of Directors, all of whom shall hold office until their successors are duly elected and qualified, and their addresses are as follows:

Scott E. Itkin (Chairman)	12401 Orange Drive, Ste 222 Davie, FL 33330
Robert V. Plath	1800B North Federal Highway Pompano Beach, FL 33062
Jason Lee Roberts	1800B North Federal Highway Pompano Beach, FL 33062

#### **ARTICLE V INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and directors of the Corporation shall be indemnified against all expenses and liabilities, including attorneys fees and costs (through all appellate proceedings) incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of their holding such office.

#### **ARTICLE VI INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is:

Scott E. Itkin  
12401 Orange Drive, Ste 222  
Davie, FL 33330

#### **ARTICLE VII INCOME DISTRIBUTION**

No part of the income of this Corporation shall be distributed to its members, officers, or directors, except as compensation for services rendered.

#### **ARTICLE VIII BYLAWS**

The bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the bylaws.

**ARTICLE IX  
AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation by a simple majority vote of the Directors of the Corporation.

**ARTICLE X  
REGISTERED AGENT AND PRINCIPAL OFFICE**

The Corporation's current Registered Agent and Principal Office in the State of Florida are:


South Florida Tax  
12401 Orange Drive, Suite 222  
Davie, FL 33330

**ARTICLE XI  
FUTURE DISTRIBUTION OF CORPORATE ASSETS**

Upon dissolution of the Corporation, all assets shall be distributed for one of more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed to a Federal, State or local government for a public purpose. Any such assets not disposed of, shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the Corporation is then located, exclusively for such purposes.

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as the current Registered Agent (and having also been named as the initial Registered Agent) to accept service of process on the Corporation at the Registered Office designated in these Amended and Restated Articles of Incorporation, I hereby accept such appointment and consent to act in such capacity and agree to comply with all of the requirements of law pertaining thereto.

  
\_\_\_\_\_  
Registered Agent

South Florida Tax  
By: Scott E. Itkin, President  
12401 Orange Drive, Suite 222  
Davie, FL 33330

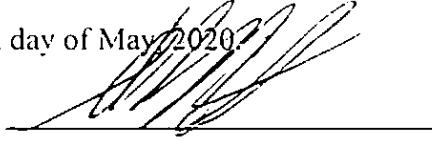
**FILED**  
2020 MAY -6 PM 12:27  
SECRETARY OF STATE  
TALLAHASSEE, FL

The date of adoption of these Articles of Incorporation is May 1, 2020.

The effective date of these Articles of Incorporation is upon filing.

Signed this 1st day of May 2020.

Signature



Typed or Printed Name: Scott E. Itkin

Title: Chairman/Board of Directors

**FILED**

2020 MAY -6 PM 12:27

SECRETARY OF STATE  
TALLAHASSEE, FL