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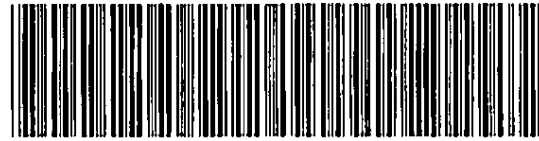
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T. SCOTT



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 9, 2020

RANDI SCHWARTZ
229 NUMI DRIVE
FORT LAUDERDALE, FL 33301

SUBJECT: SOULFUL BEING, INC.
Ref. Number: W20000001938

We have received your document for SOULFUL BEING, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Tyrone Scott
Regulatory Specialist II
New Filings Section

Letter Number: 320A00000605

SOULFUL BEING, INC

A Florida Non-profit Corporation

ARTICLES OF INCORPORATION

The undersigned citizens of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, certify and acknowledge the following:

ARTICLE I NAME

1.01 Name

The name of the Corporation Not for Profit shall be SOULFUL BEING, INC. ("Corporation").

ARTICLE II DURATION

2.01 Duration

The period of duration of the Corporation is perpetual.

ARTICLE III PRINCIPAL OFFICE & MAILING ADDRESS

3.01 Principal Office & Mailing Address

The principal office and mailing address of the Corporation is:

SOULFUL BEING, INC.
229 Numi Drive
Fort Lauderdale, FL 33301

ARTICLE IV PURPOSE

4.01 Purpose

SOULFUL BEING, INC. is a non-profit Corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The Corporation is organized to provide cancer patients, students and others throughout the U.S. with mind body services that include workshops, retreats, support groups, tools, and coping strategies in order to enhance their

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emotional, social and physical wellbeing. All mind body services will be made accessible to those in need, regardless of their ability to pay.

4.02 Non-Profit

SOULFUL BEING, INC. is designated as a non-profit Corporation.

ARTICLE V **NON-PROFIT NATURE**

5.01 Non-profit Nature

SOULFUL BEING, INC. is organized exclusively for and its property is irrevocably dedicated to its charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SOULFUL BEING, INC. is not organized and shall not be operated for the private gain of any person. No part of the assets, receipts, or net earnings of SOULFUL BEING, INC. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

5.02 Personal Liability

No officer or director of this Corporation shall be personally liable for the debts or obligations of SOULFUL BEING, INC. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

5.03 Dissolution

Upon termination or dissolution of SOULFUL BEING, INC. any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving Corporation.

The organization to receive the assets of SOULFUL BEING, INC. hereunder shall be selected by the discretion of a majority of the governing board of directors of SOULFUL BEING, INC. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against SOULFUL BEING, INC. by one (1) or more of its managing body which verified petition shall contain such statements as

reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

5.04 Prohibited Distributions

No part of the net earnings or properties of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 the purposes set forth in Article IV, Section 4.01.

5.05 Restricted Activities

No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

5.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (I) by a Corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI **BOARD OF DIRECTORS**

6.01 Governance

SOULFUL BEING, INC. shall be governed by its board of directors.

6.02 Manner of Election

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

6.03 Initial Directors

The initial directors of the Corporation shall be:

Schwartz, Randi Albin
229 Numi Drive
Fort Lauderdale, FL 33301

Rosen, Marcelle Abell
27 Royal Palm Drive
Fort Lauderdale, FL 33301

Jacques, Marion Marvil
2601 NE 37th Street
Fort Lauderdale, FL 33308

**ARTICLE VII
MEETINGS**

7.01 Organizational Meeting

After incorporation, the board of directors of SOULFUL BEING, INC. shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.

7.02 Meeting Participation & Communication

The board of directors of SOULFUL BEING, INC. may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

**ARTICLE VIII
MEMBERSHIP**

8.01 Membership

SOULFUL BEING, INC. shall have no members. The management of the affairs of the Corporation shall be vested in a board of directors, as defined in the Corporation's bylaws.

ARTICLE IX
AMENDMENTS

9.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE X
APPOINTMENT OF REGISTERED AGENT

10.01 Registered Agent

The registered agent of the Corporation shall be:

Randi Schwartz
229 Numi Drive
Fort Lauderdale, FL 33301

ARTICLE XI
INCORPORATOR

11.01 Incorporator

The incorporators of the Corporation are as follow:

Randi Schwartz
229 Numi Drive
Fort Lauderdale, FL 33301

ARTICLE XII
EFFECTIVE DATE

12.01 Effective Date

The effective date of the Corporation shall be January 1, 2020.