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Derrick thompson



July 29, 2020

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

Subject: Open Minds Align Foundation, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 for the filing fee & a Certified Copy.

From: Bob L. Harris

2618 Centennial Place Tallahassee, Florida 32308

(850) 222-0720 bharris@lawtla.com

Sincerely.

Bob L. Harris, Esq. Messer Caparello

BLH/ah

Enclosure

## ARTICLES OF INCORPORATION OF OPEN MINDS ALIGN FOUNDATION, INC.

We, the undersigned hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporations not for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation:

#### ARTICLE I NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be Open Minds Align Foundation, Inc. (the "Corporation"). The principal place of business shall be located at: 2800 NE 57<sup>th</sup> Street, Ft. Lauderdale, FL 33308. The Corporation may from time to time move the principal office to any other place or places as may be designated by the Board of Directors.

#### ARTICLE II GENERAL AND SPECIFIC PURPOSES

This Corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3).

The specific and primary purposes for which the Corporation is formed are to provide resources for individual betterment through websites, scholarships, grants, training, and mentoring, through:

- Awarding scholarships;
- Providing grants and scholarships:
- Training and mentoring for small business owners and entrepreneurs;
- Training for college administrators and scholarships;
- Training health and fitness training for youth and the community;
- Providing grants and donations to local non-profit youth sports organizations:
- Training and mentoring for at-risk youth and parents; and
- Donation or grant for scientific research.

At no time shall the Corporation engage in partisan politics nor any political activities contrary to or in contravention of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision thereof.

#### ARTICLE III USE OF INCOME

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 Article Two hereof. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. All revenues received from the conduct of Corporation business, and all property within its possession, shall be used solely to defray expenses, compensate employees and maintain the Corporation and not for the direct benefit of the members of this Corporation, either individually or collectively. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not to be permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.

#### In addition:

- 1. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 4. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 5. The Corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code

## ARTICLE IV POWERS OF CORPORATION

The powers of this Corporation shall be exercised, its properties controlled, and its affairs managed and conducted, by a Board of Directors. The number of Director of the Corporation shall be at least three (3), provided, however, that such number may be changed through a bylaw duly adopted by the Directors. The Directors named herein as the initial Board of Directors shall continue in office until the last annual meeting of the next year of the Corporation for the election of directors and officers or until their successors shall be elected and qualified, unless there occurs a vacancy by resignation, death or removal. In the event of such contingencies arising, vacancies will be filled as provided for in the Bylaws. The annual meeting of the Board of Directors shall be held as such time as may be provided by the Bylaws in order to receive reports of officers and committees, pass upon the same and turn over the affairs of the Corporation to the newly elected Board of Directors. Other meetings

may be provided for at regular times or may be called by the Board of Directors.

The Corporation is to have the power to do any and all things necessary or expedient for carrying out the said objects and purposes of the Corporation and, in general to possess all rights, privileges, and immunities, and enjoy all the benefits granted to Corporations of similar character under the laws of the State of Florida.

## ARTICLE V OUALIFICATION FOR MEMBERSHIP

The Corporation shall have no members. The management of the affairs of the Corporation shall be vested in the Board of Directors as provided in the Corporation's Bylaws.

#### ARTICLE VI TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE VII NAMES OF SUBSCRIBERS

The name and address of the person subscribing to these Articles of Incorporation is as follows:

Bob L. Harris, Esq. 2618 Centennial Place Tallahassee, FL 32308

### ARTICLE VIII DIRECTORS OFFICERS

The Board of Directors shall elect the following officers: Chairperson/President, and Secretary/Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. The officers shall be elected in accordance with the Corporation's Bylaws. The initial board of directors, and their corresponding offices, if any, are as follows:

- R. Esther Curry, Director and Chairperson/President 2800 NE 57<sup>th</sup> Street Fort Lauderdale, FL 33308
- Robert S. Curry, Director and Secretary/Treasurer 2800 NE 57<sup>th</sup> Street Fort Lauderdale, FL 33308
- Thomas C. Fike, Director 1740 NE 52 Street Oakland Park, FL 33334

- John Padgett, Director 22880 Placid Drive Foley, AL 36535
- Michael Daszkal, Director Daszkal Bolton LLP 2401 NW Boca Raton Boulevard Boca Raton, Florida 33431
- Rich Caruso, Director
   5181 Ferndale Drive
   Delray Beach, FL 33484

## ARTICLE IX INDEMNIFICATION OF DIRECTORS OR OFFICERS

The Corporation shall indemnify any Officer or Director made a part or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

- 1. Whether civil, criminal, administrative or investigative, other than on, by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in his or her capacity of Director, Officer, employee or agent of any other Corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorney's fees, actually and reasonably incurred as a result of such action, suit or proceeding to any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceeding, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.
- 2. By or in the right of the Corporation to procure a judgment in its favor by reason of his or her being or having been a Director or Officer, employee or agent of the Corporation, or by reason of his or her being or having been a Director, Officer, employee or agent of any other Corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against the expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, except that such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or

her duty to the Corporation.

- 3. Any indemnification under Section (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer needs indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and that with respect to any criminal proceeding or action, he or she had no reasonable ground for belief that such action was unlawful. The Board of Directors shall make such determination by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding.
- 4. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in Section (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in the Section. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him or her, unless there are conflicting interests between or among such persons and other parties represented in the same action, suit or proceeding by such counsel retained by such person, in which case the reasonable expenses or such additional representation shall be within the scope of the indemnification intended of such person is ultimately determined to be entitled thereto as authorized in the Section.
- 5. The foregoing rights if indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

#### ARTICLE X BYLAWS

The Board of Directors shall have the right to make and adopt such By-Laws as they shall deem proper and advisable and such Bylaws shall be made, adopted, altered and rescinded pursuant to the procedures outlines in the Bylaws.

## ARTICLE XI AMENDMENTS TO BY-LAWS AND ARTICLES OF CORPORATION

The Corporation reserves the right to amend in any manner these Articles of Incorporation by the affirmative vote of the majority of the members of its Board of Directors as provided for by law. Amendments to the Articles of Incorporation, when approved by the Board of Directors, must also be forwarded to the Secretary of the State of Florida and filed and approved by the Secretary before the same shall become effective.

#### ARTICLE XII

#### RESIDENT AGENT

The Resident Agent for the Corporation, who shall serve until officially changed, shall be:

Bob L. Harris, Esq. 2618 Centennial Place Tallahassee, FL 32308

### ARTICLE XIII DISBURSEMENT OF ASSETS UPON DISSOLUTION

Upon the dissolution of this Corporation, all of its assets remaining after payments of all costs and expenses of such dissolution, including residual assets, shall be distributed by the Board of Directors, by majority vote, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including to organizations which have qualified for exemption under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to the Federal Government, or to the local, state or Federal government, for public purpose. None of the assets will be distributed to any member, director, officer, or trustee of this Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located, exclusively for such exempt purposes or to such exempt organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

WITNESS the hand and seal of the Incorporator in Leon County, State of Florida, this day of 2020.

Bob L. Harris, Esq.

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### CERTIFICATE OF DESIGNATION 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: Open Minds Align Foundation, Inc.
- 2. The name and address of the registered agent and office is:

Bob L. Harris, Esq. 2618 Centennial Place Tallahassee, FL 32308

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I 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.

(Signature)

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