

11/23/2020

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FLORIDA PROFIT/NON PROFIT CORPORATION
Sisterhood of the Sandwich & the Dude, Inc.

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T. SCOTT

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ARTICLES OF INCORPORATION
OF
SISTERHOOD OF THE SANDWICH & THE DUDE, INC.
(a Florida Not for Profit Corporation)

FILED
2020 NOV 23 AM 9:43
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.
NAME

The name of the corporation shall be "Sisterhood of the Sandwich & The Dude, Inc." (hereinafter referred to as the "Corporation").

ARTICLE II.
CORPORATE NATURE

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

ARTICLE III.
PRINCIPAL OFFICE

The street address and mailing address of the principal office is 3921 Alton Road #424, Miami Beach, FL 33140.

ARTICLE IV.
PURPOSE

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future federal tax code. Notwithstanding any other provision of these Articles, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future federal tax code.

ARTICLE V.
DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE VI.
NUMBER AND MANNER OF ELECTION OF DIRECTORS

The number and the manner in which the directors are elected or appointed shall be as stated in the Bylaws of the Corporation, provided that there shall be at least three directors.

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ARTICLE VII.
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors are as follows:

Michelle J. Cameron	3921 Alton Road, #424 Miami Beach, FL 33140
Katherine Kempner	528 W. 49 th Street, Miami Beach, FL 33140
Laurie Kaye Davis	5965 Alton Road, Miami Beach, FL 33140
Gus Vidaurreta	707 W. 54 th Street, Miami Beach, FL 33140

ARTICLE VIII.
MEMBERS

The members, if any, and qualifications of the members shall be as stated in the Bylaws of the Corporation.

ARTICLE IX.
LIMITATIONS

A. 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 III hereof.

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

C. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under the Code Section 501(c)(3), or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under the Code Section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

ARTICLE X.
LIMITATION ON LIABILITY

To the fullest extent permitted by Sections 607 and 617, Florida Statutes, as now in effect or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director; provided, however, such relief from

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liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

ARTICLE XI.

INITIAL REGISTERED OFFICE AND AGENT

The Corporation's Registered Office in the State of Florida is to be located at 515 West 28th Street, Miami Beach, Florida 33140; and, the Registered Agent in charge of such Registered Office is Michelle J. Cameron.

ARTICLE XII.

DISTRIBUTION ON 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 to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws. Any such assets not so distributed shall be distributed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, 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 XIII.

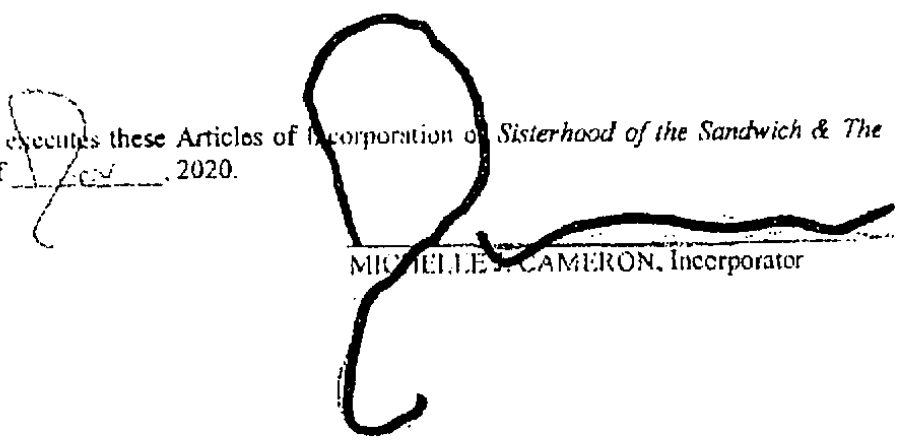
INCORPORATOR

The name of the sole incorporator of the Corporation is Michelle J. Cameron, 3921 Alton Road #424, Miami Beach, FL 33140.

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The undersigned executes these Articles of Incorporation of *Sisterhood of the Sandwich & The Dude, Inc.* this 11 day of Nov, 2020.



MICHELLE CAMERON, Incorporator

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**CONSENT OF REGISTERED AGENT
OF**

Sisterhood of the Sandwich & the Dude, Inc.

The undersigned, *Michelle J. Cameron*, having been named as registered agent to accept service of process for *Sisterhood of the Sandwich & The Dude, Inc.*, a Florida Not for Profit Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature of Registered Agent

11/11/2020
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any 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.

Required Signature of Incorporator

11/11/2020
Date

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