

# N210000371993

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H21000037199 3)))



H210000371993ABC%

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (850) 617-6381

**From:**

Account Name : STEARNS WEAVER MILLER WEISSLER ALHADEFF & SITTERSON  
Account Number : I20060000135  
Phone : (305) 789-3200  
Fax Number : (305) 789-4137

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

**Email Address:** goliveira@stearnsweaver.com

**FLORIDA PROFIT/NON PROFIT CORPORATION  
ANDREA'S TROOP, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

JAN 28 2021

T. SCOTT

Electronic Filing Menu

Corporate Filing Menu

Help

ARTICLES OF INCORPORATION

OF

ANDREA'S TROOP, INC.

2001 Jan. 27 At. 9:21  
FILED

I, the undersigned natural person of the age of 21 years or more, being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

NAME

The name of this corporation is ANDREA'S TROOP, INC. (the "Corporation").

ARTICLE II

ADDRESS

The address of the principal office and the mailing address of the corporation, is 10 SW South River Dr. Apt. 1009, Miami, FL 33130.

ARTICLE III

PURPOSES AND POWERS

Section 1 Nonprofit corporation. The corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock.

Section 2 Purposes. This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes and to make gifts, grants, loans and subsidies to other charitable and/or education organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding section of any future federal tax code) (the "Code"). The purpose of the Corporation is to raise funds to aid low-income residents of the City of Teresen in the State of Monagas, Venezuela by providing assistance to local food pantries and cultural centers that provide food and basic necessities to indigent persons otherwise unable to obtain such necessities. The purposes of the corporation shall, however, be limited in all events to exempt purposes described in Section 501(c)(3) of the Code.

Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes.

Section 3     Further Activities. To carry on such other activities that in furtherance of an in support of the foregoing purposes as are lawful and proper for corporations formed under the State of Florida Not for Profit Corporation Act and Section 501(c)(3) of the Code.

Section 4     Powers. The corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.021 of the Florida Statutes. The corporation's activities are limited by the provisions of Section 617.0105 of the Florida Statutes which are incorporated by reference herein and any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Code.

#### ARTICLE IV

##### MEMBERS

The Corporation shall have no members.

#### ARTICLE V

##### TERM OF EXISTENCE

The corporation is to exist perpetually.

#### ARTICLE VI

##### SUBSCRIBER

The name and address of the subscriber to these Articles are as follows:

Gustavo Oliveira, Esq.  
150 West Flagler St., Suite 2200  
Miami, Florida 33130

## ARTICLE VII

### BOARD OF DIRECTORS

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of three (3) persons. Following are names and addresses of the persons who serve as the members of the initial Board of Directors of the Corporation for a term of one (1) year and until their successors are duly elected:

Name: Andreina Broder  
Title: President  
Address: 1325 Sorolla Avenue  
Miami, FL 33134

Name: Enrique Coello  
Title: Vice President  
Address: 10 SW South River Dr., Apt. 1009  
Miami, FL 33130

Name: Brad Broder  
Title: Secretary  
Address: 1325 Sorolla Avenue  
Miami, FL 33134

## ARTICLE IX

### APPOINTMENT AND ELECTION OF DIRECTORS

The manner in which the directors of the Corporation will be elected or appointed shall be as stated in the Bylaws.

## ARTICLE VIII

### BYLAWS

The Board of Directors shall adopt the Bylaws of the Corporation. The authority to make, alter, amend or repeal the Bylaws of the Corporation is vested in the Board of Directors

## ARTICLE IX

### AMENDMENT

These Articles of Incorporation may be amended by a vote of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

## ARTICLE X

### NO PERSONAL LIABILITY

The directors, officers and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its officers, directors, and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

## ARTICLE XI

### DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose

## ARTICLE XII

### PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 described in section 501(c)(3) of the Code. 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. Notwithstanding any other provision of these Articles of Incorporation, 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 section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

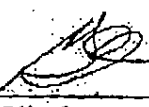
## ARTICLE XIII

### REGISTERED OFFICE

The name and address of the initial registered office and the initial registered agent of the Corporation are:

Stearns Weaver Miller Weissler Alhadeff & Sitterson P.A.  
150 West Flagler Street  
Suite 2200  
Miami, FL 33130

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27 day of January, 2021.

  
\_\_\_\_\_  
Gustavo Oliveira

CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Andreas's Troop, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Miami, State of Florida, has named Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A., located at 150 West Flagler St., Suite 2200, Miami, Florida 33130, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity and to comply with the provisions of said Act relative to keeping open said office.

REGISTERED AGENT:

Stearns Weaver Miller Weissler  
Alhadeff & Sitterson, P.A.

By: 

Print Name: Gustavo Oliveira