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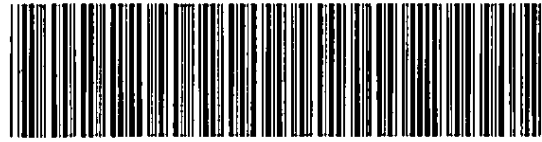
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# COVER LETTER

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

**SUBJECT:** WeInvest Foundation, Corporation (a Florida Not for Profit Corporation)

**(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)**

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** INES MORALES  
Name (Printed or typed)

600 BRICKELL AVE, SUITE 1725  
Address

MIAMI, FL 33131  
City, State & Zip

7862921599  
Daytime Telephone number

INES@PAG.LAW  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be: WelInvest Foundation, Corporation (a Florida Not for Profit Corporation)

**ARTICLE II PRINCIPAL OFFICE**

Principal street address:  
600 Brickell Ave, Suite 1725, Miami, Florida 33131

Mailing address, if different is:  
\_\_\_\_\_

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: PLEASE SEE RIDER 1 ATTACHED.

**ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected and appointed: RIDER 2

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Marta Miriam Cruz (D) , (P)  
Address: Honduras 3835 Departamento 302  
C1180 ACC Ciudad Autonoma de  
Buenos Aires, Argentina

Name and Title: Maria Susana Garcia-Robles (D), (V)  
Address: 2801 Lee Highway Unit 104  
Arlington, VA 22201  
USA

Name and Title: Sylvia Chebi Wainkrantz (D), (T)  
Address: Marco Bruto 1125  
Montevideo CP 11300  
Uruguay

Name and Title: Meghan Stevenson-Krausz (D), (S)  
Address: 201 McCombs Mill Ln  
Staunton, VA 24401  
USA

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Name and Title: \_\_\_\_\_  
Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: PAG.LAW PLLC

Address: 600 Brickell Ave, Suite 1725,

Miami, Florida 33131.

**ARTICLE VII INCORPORATOR**

The name and address of the incorporator is:

Name: Marta Cruz

Address: 600 Brickell Ave, Suite 1725,

Miami, Florida 33131.

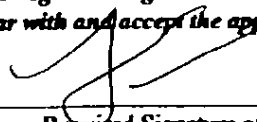
**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*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

10/16/2020

\_\_\_\_\_  
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

10/16/2020

\_\_\_\_\_  
Date

## **RIDER 1**

A. The purposes of the Corporation are to receive and administer money and property for religious, charitable, scientific, educational, and literary purposes within the meaning of §501(c)(3) of the Code, including but not limited to making distributions to organizations that are exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code. Notwithstanding any other provision of these Articles, the Corporation is organized and shall operate exclusively for such purposes.

References in these Articles to the “**Code**” are to Sections of the Internal Revenue Code of 1986, as amended, as now enacted, or to corresponding provisions of any future United States revenue law in force and effect during the continuance of the Corporation.

B. The Corporation hereby expresses its intent to be an organization exempt from federal income taxation under §501(a) of the Code as an organization described in §501(c)(3) of the Code, and to be an organization contributions to which are deductible under §§170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii) and 2522(a)(2) of the Code.

## **RIDER 2**

As provided in articles 2.3 and 2.4 and 3.7, 3.8 and 3.9 of the Bylaws of the Corporation, that are copied below for your reference.

### **2.3 Election and Term.**

(a) Each Director shall serve until removal, resignation, death, or disability, or, if earlier, upon the termination of any term set forth by the Board of Directors by resolution of the Board of Directors.

(b) Any then serving Director may at any time nominate one or more individuals to serve on the Board of Directors at a meeting of the Board of Directors. The Secretary of the Corporation shall then provide written notice of such nomination to the full Board of Directors. A vote shall then be held at the next regular meeting of the Board of Directors (or may be held at the meeting at which the individual is nominated if all Directors are present at such meeting), or at a special meeting called for such purpose, and a candidate shall be elected as a Director if such candidate is approved by the Board of Directors. A separate vote shall be held for each individual nominated, or the Board of Directors may approve a slate of nominated Directors.

(c) There shall be no limit on the duration or number of terms (if any) that each Director may serve. Upon the end of any term, a Director may nominate and vote for himself or herself for re-election.

**2.4 Vacancies.** Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled as provided in Section 2.3(b).

**3.7 Election and Term of Office.** As far as practicable, the officers of the Corporation shall be elected at least annually at a meeting of the Board of Directors. If the election of officers is not held at least annually, the election shall be held as soon thereafter as is practicable. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier resignation, removal from office, or death.

**3.8 Removal.** Any officer may be removed from office by the Board of Directors at any regular or special meeting called for that purpose, with or without cause. Any officer proposed to be removed shall be entitled to at least five (5) days' notice in writing of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. If the officer proposed to be removed is also a Director, then the presence or absence of such Director shall not be taken into account for the purpose of determining whether a quorum is present, and such Director shall not be entitled to cast a vote on the question of his or her removal from office.

**3.9 Vacancies.** A vacancy in any office because of resignation, removal, death or otherwise, may be filled by the Board of Directors for the unexpired portion of the term (if any).