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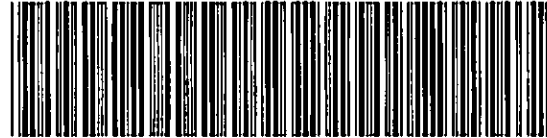
(Business Entity Name)

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COVER LETTER

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

SUBJECT: Prom Beach, Inc.

(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: Laura Wissa

Name (Printed or typed)

156 Clarke Avenue

Address

Palm Beach, FL 33480

City, State & Zip

561-502-3486

Daytime Telephone number

PromBeach@Gmail.com

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
OF
PROM BEACH, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, acting as Incorporator of a Florida Corporation under the Not For Profit Corporation Laws of Florida § 617.0202, hereby causes to be delivered the following Articles of Incorporation for such Corporation, and does hereby certify:

**ARTICLE I:
NAME**

The exact name of the Corporation shall be:

PROM BEACH, INC.

**ARTICLE II:
ADDRESS**

The place in this state where the principal office of the Corporation is to be located is:

156 CLARKE AVENUE
PALM BEACH, FLORIDA 33480

The same will serve as the official mailing address for the Corporation.

**ARTICLE III:
PURPOSE**

The exclusive purposes for which this Corporation is formed is as follows:

The Corporation is organized and shall be operated exclusively for charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code, and to such end, and within restriction, the Corporation is organized for the following purpose:

To provide inclusion and empowerment for teens from low-to-no income families in giving them access to key milestone events by providing free special event and formal wear.

The foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this Corporation as conferred by the laws of the State of Florida and shall be understood to be in furtherance of, and in addition to, such general powers conferred on corporations not for profit under the provisions of Chapter 617 of the Florida Statutes, as the same may be amended from time to time, or the provisions of any similar law.

ARTICLE IV: **POWERS**

The Corporation shall possess and exercise all of the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida together with all the powers necessary or convenient to the conduct, promotion, or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation. Further, the Corporation shall have the power to acquire by purchase, gift, lease, devise, bequest, or otherwise, real or personal property of any kind, and wherever situate, and improve, hold, use and manage same; sell, convey, mortgage, pledge, lease, exchange, or transfer or otherwise dispose of, all or part of its property, real or personal; and to make contracts in connection therewith. The Corporation shall incur liabilities and borrow money at such rates of interest as the Corporation shall deem advisable; accept, hold, administer, invest, and dispense such funds as may be given to it by any person or corporation; and do such other acts as the Corporation shall determine necessary or convenient to effectuate or sustain its corporate purpose.

ARTICLE V: **LIMITATIONS ON RIGHTS AND POWERS**

In order to comply with the restrictions and limitations imposed upon a tax-exempt organization under the Internal Revenue Code Section 501(c)(3), the rights and powers of the Corporation shall be limited as follows:

(1) No part of the net earnings of the Corporation shall inure 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 Article Third hereof.

(2) 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.

(3) Notwithstanding any other provision of these articles, 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 Internal Revenue Code, or the corresponding 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.

ARTICLE VI: **INDEMNIFICATION**

Any person made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she, his/her testator or intestate, is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee trust or other enterprise, shall be indemnified, to the fullest extent permitted by law, by the Corporation against expenses (including attorney's fees and expenses), judgments, fines and amounts paid in any settlement actually and reasonably incurred by them in connection

with such action, suit or proceeding if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. Expenses incurred by any such person in defending any such action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding if authorized by a majority of the Directors of the Corporation who are not interested in such action, suit or proceeding.

ARTICLE VII:
MEMBERSHIP

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

ARTICLE VIII:
INITIAL OFFICERS

The names and addresses of the persons who are the initial officers of the Corporation is as follows:

President & CEO
WISSA, LAURA M.
156 Clarke Avenue
Palm Beach, Florida 33480

Secretary
WEADOCK, ELIZABETH B.
P.O. Box 525
Palm Beach, Florida 33480

Treasurer
RIZZUTO, VICTORIA M.

P.O. Box 30504, Palm Beach Gardens, FL 33420

ARTICLE IX:
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 156 Clarke Avenue, Palm Beach, Florida, 33480, and the name of the initial Registered Agent of the Corporation is Laura M. Wissa.

ARTICLE X:
ELECTION AND APPOINTMENT OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors shall be as stated in the Bylaws and may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three (3). The election of the Directors shall be done in accordance with the Bylaws. The Directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Laura Wissa	Jennifer Nawrocki
Elizabeth Weadock	Sara Trausneck
Victoria Rizzuto	Lilli Khanna
Felice Shearer	Julie Khanna
L. Ashley Costa	Marie Garcia
Christina Jerabek	

ARTICLE XI:
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so

disposed of shall be disposed of 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 XII:
INCORPORATOR

The name and address of the person signing these Articles is as follows:

Name
Laura M. Wissa

Address
156 Clarke Avenue
Palm Beach, FL 33480

ARTICLE XIII:
EFFECTIVE DATE

The corporate existence of the Corporation shall begin effective as of March 12, 2021.

ARTICLE XIV:
DURATION

The Corporation shall have perpetual existence.

IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation on this the 24 day of February, 2021.


Laura M. Wissa, President, CEO

2021 Feb. 24 PM 2:34

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE

CORPORATION:

Prom Beach, Inc.

REGISTERED AGENT/OFFICE:

Laura M. Wissa, President

156 Clarke Ave.

Palm Beach, FL 33480

I agree to act as the registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Laura M. Wissa

Laura M. Wissa, President, CEO

Date: 2/24/21, 2021

Prom Beach, Inc.

156 Clarke Ave.

Palm Beach, FL 33480

prombeach@gmail.com

2021 Feb 24 PM 2:34