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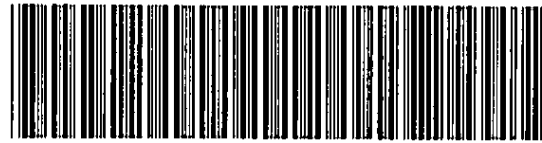
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: WITH ANGELS FOUNDATION, INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of
Status

ADDITIONAL COPY REQUIRED

FROM: JANETTE L. DAVIS CPA LLC
Name (Printed or typed)

1745 N UNIVERSITY DR
Address

PEMBROKE PINES, FL 33024
City, State & Zip

9549670969
Daytime Telephone number

jdavis@jdaviscpa.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
WITH ANGELS FOUNDATION,
INC.**

Article I – Name

The name of this corporation is
WITH ANGELS FOUNDATION, INC.

Article II – Purpose

- A. This corporation is organized and shall operate exclusively for charitable, educational, and scientific purposes, including such, the making of distributions to organizations that qualify as exempt organizations described in section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. This corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this corporation may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.
- B. As a means incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:
1. To accept, require, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
 2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and
 3. To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by any other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wheresoever situated; and
 4. To invest or reinvest its funds in stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and
 5. To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and
 6. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

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- C. Notwithstanding everything herein to the contrary, this corporation may exercise any and all (but no other) powers in furtherance of the exempt purposes of organizations set forth in Section. 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. Exempt Purpose

Accordingly, the corporation shall; absolutely refrain from participating in political campaigns; ensure that its earnings and assets do not unjustly enrich board members, officers, key management employees, or other insiders; not further nonexempt purposes more than insubstantially; not operate for the primary purpose of conducting a trade or business that is not related to exempt purposes; not engage in activities that are illegal or violate public policy; and restrict its legislative activities in accordance with Section 501 (c)(3).

However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

No part of the income, principal, holdings or assets of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

- E. **Dissolution** – Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization as said Court shall determine, which are organized and operated exclusively for such purposes.

Article III – Bylaws

The bylaws of this corporation may only be made, amended, or rescinded by a majority vote of the voting members, unless all the voting members sign a written statement manifesting their intention that the bylaws be made, amended, or rescinded.

Article IV – Address

The street and mailing address of WITH ANGELS FOUNDATION, INC initial principal office is:
2500 East Hallandale Beach Boulevard
Suite 402
Hallandale Beach, FL 33009

Article V – Registered Agent

The name and address of the initial registered agent for WITH ANGELS FOUNDATION, INC is:
Inna Trakhtenberg
2500 East Hallandale Beach Boulevard
Suite 402
Hallandale Beach, FL 33009

Article VI – Board of Directors

The affairs of WITH ANGELS FOUNDATION, INC. shall be managed by a Board of Directors consisting of no less than three Directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name and addresses of each member of the corporation's initial Board of Directors, who shall serve until successors are elected, are:

Directors

Inna Trakhtenberg
2500 East Hallandale Beach Boulevard
Suite 402
Hallandale Beach
, FL 33009

Andrew Zemlyanko
330 Sunny Isles Beach Blvd
Apt 2401
Sunny Isles, FL 33160

Sam Trakhtenberg
17555 Collins Ave
Apt 1406
Sunny Isles FL 33160

Natasha Bilik
3300 NE 188th Street
Apt 811
Aventura, FL 33180

Article VII – Members

Members of this corporation shall be natural persons, at least One (1) of whom shall be a citizen of the United States, of Twenty-one (21) years of age or older, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the Bylaws of the corporation. The corporation may have two or more classes of members, including regular voting members, nonvoting members as may be determined under the Bylaws.

Article VIII – Incorporator

The name and address of the incorporator is:

Inna Trakhtenberg
2500 East Hallandale Beach Boulevard
Hallandale Beach, FL 33009

Article IX – Corporate Existence

These initial Articles of Incorporation shall be effective 04/01/2021. This corporation shall exist perpetually.

Article X – Conflict of Interest

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

Certification

These Articles of Incorporation have been adopted by the Board of Directors and do not contain any amendments requiring member approval.

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

3/31/2021
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 § 817.155, F.S.



Required Signature of Incorporator

3/31/2021
Date