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FLORIDA PROFIT/NON PROFIT CORPORATION

Cinco Foundation, Inc.

Certificate of Status	0
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Page Count	09
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
CINCO FOUNDATION, INC.

Pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the undersigned incorporator adopts and files the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be CINCO FOUNDATION, INC. (hereinafter, "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 2224 NE 17th Terrace, Wilton Manors FL 33305.

ARTICLE III –DURATION

The period of duration is perpetual.

ARTICLE IV- PURPOSES

The Corporation shall be a not for profit corporation which shall engage in any lawful act or activity for which corporations may be organized under the provisions of the Florida Not For Profit Corporation Act, as amended.

It shall be organized and operated exclusively to engage in such religious, charitable, scientific, literary, or educational purposes and activities (hereafter "charitable purposes") as permitted by section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law) ("Code") and as enumerated in Treasury Regulation §1.501(c)(3)-1(d)(2).

Solely in furtherance thereof, the Corporation shall be authorized to make gifts, grants and contributions: a) to organizations described in Section 501(c)(3) of the Code; b) to states, territories, or possessions of the United States; c) to the United States or the District of Columbia; and d) to any political subdivision of any of the foregoing, but only for charitable purposes. The Corporation, additionally, shall be authorized to make gifts, grants and contributions directly for charitable purposes in the United States and throughout the world.

In connection with the advancement of such charitable purposes, the Corporation, *inter alia*, shall encourage volunteer participation in the development of charitable projects in local communities in order to inculcate the spirit of civic philanthropy and instill this spirit in young persons. The Corporation shall provide support for such charitable projects, including, but not limited to, financial support, training, and guidance by mentors.

The Corporation shall be authorized to accomplish the above purposes by all reasonable and practical means, including the publication and dissemination of information in all forms and through all media, to the public in the United States and in foreign states.

The Corporation shall be authorized to do any lawful acts and enter into all lawful agreements that may be necessary, useful, suitable or proper to accomplish the foregoing purposes of the Corporation, provided the same is permitted under Section 501(c)(3) of the Code.

The Corporation shall not engage, other than to an insubstantial degree, in activities that are not in furtherance of its purposes.

In furtherance of such purposes, the Corporation shall have full power and authority:

(A) To act as a forum for the exchange of information and materials among other organizations, institutions and members of the general public in connection with the foregoing purposes both in Internet-based formats and in other means and media;

(B) To publish, conduct, sponsor, promote and support academic and scholarly studies, publications, periodicals, lectures, seminars, meetings, conferences and discussions on matters related to the foregoing purposes in the United States and abroad;

(C) To acquire or receive from any individual, firm, association, corporation, trust or foundation, by deed, gift, purchase, bequest, devise, appointment, or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income therefor solely for the purposes hereof;

(D) To distribute property for such purposes in accordance with the terms of gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as set forth in these Articles of Incorporation, or in accordance with determinations made by the Board of Directors pursuant to these Articles of Incorporation;

(E) To distribute property and extend financial aid and support through grants, contributions, or other aid or assistance to or for the benefit of qualified Code section 501(c)(3) organizations and equivalent foreign organizations to advance charitable purposes;

(F) To create, receive and maintain a fund or funds, to invest or reinvest such fund or funds and to apply the income and principal of any funds received to promote the goals and purposes set out herein; and

(G) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of

the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other powers and authority enjoyed by not for profit corporations generally under the laws of Florida (within and subject to the limitations of Section 501(c)(3) of the Code.)

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article IV and with its status as an organization described under Section 501(c)(3) of the Code or successor Code Section.

ARTICLE V - LIMITATIONS AND REQUIREMENTS

The Corporation shall not have capital stock and is neither organized nor operated for pecuniary gain or profit.

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any other private person; but 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 as set forth in Article IV hereof.

(B) The Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, to an extent that would disqualify it for tax exemption under Section 501(c)(3) of the Code by reason of attempting to influence legislation. The Corporation shall not participate in, nor intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

(C) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

- (i) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code; or
- (ii) by a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE VI - BOARD OF DIRECTORS/MANNER OF ELECTION

The activities and internal affairs of the Corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be fewer than three (3). The initial directors named in Article VIII of these Articles of Incorporation shall serve until the first annual meeting of the Board of Directors or until their successors have been elected and qualified in accordance with the Bylaws. The directors shall be elected at all times thereafter by the voting members in accord with the procedure set forth in the Bylaws of the Corporation.

The directors shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status

of the Corporation as a not-for-profit corporation which is exempt from federal income taxation under Section 501(c)(3) of the Code.

The officers of the Corporation shall be the President, Secretary and Treasurer; provided, the Board of Directors may create additional offices. Officers may be, but need not be, directors.

ARTICLE VII - MEMBERS

The Corporation shall have one (1) class of members, known as voting members, who shall elect the directors and who shall have such other powers as are set forth in the Bylaws. The initial voting members shall be designated initially by the Board of Directors during the organizational meeting of the directors of the Corporation. Thereafter, no person may become a voting member without the written consents of two-thirds (2/3) of all voting members.

ARTICLE VIII – INITIAL DIRECTORS

The initial Board of Directors of the Corporation shall consist of three (3) persons whose names and addresses, including street and number and zip or postal code, are set forth below:

NAMES

ADDRESSES

Todd Poindexter

2224 NE 17th Terrace
Wilton Manors, FL 33305

Ann Requa

1107 Sunset Drive
Bel Air, MD 21014

Dennis Dellinger

325 11th Street
West Palm Beach, FL 33401

ARTICLE IX – DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing those assets exclusively for the purposes of the Corporation in

such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for 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 X – REGISTERED OFFICE AND AGENT

The address, including street and number and zip code, of the initial registered office is 115 N. Calhoun Street, Suite 4, Tallahassee, FL 32301, and the name of the initial registered agent of the Corporation at such address is Cogency Global Inc.

ARTICLE XI – INTERNAL REVENUE CODE

All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

ARTICLE XII - INCORPORATOR

The name and address, including street and number and zip code, of the incorporator are: Todd Poindexter, 2224 NE 17th Terrace, Wilton Manors, FL 33305.

ARTICLE XIII - AMENDMENTS

The Articles of Incorporation and Bylaws of the Corporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the directors then in

office; provided, however, that no amendment of the Articles of Incorporation or the Bylaws shall be effective unless within thirty (30) days following the adoption of such resolution, two-thirds (2/3) of all voting members shall approve it in writing.

Similarly, the written approval of two-thirds (2/3) of all voting members is required in order to adopt articles of dissolution or to repeal the Bylaws.

Having been named in Article X as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, Cogency Global Inc. is familiar with and accepts its appointment as registered agent and agrees to act in this capacity.

Cogency Global Inc.

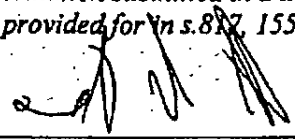
By: Merritt Walker

Title: Asst. Secretary

Date: 6.21.2021

Registered Agent

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.



Todd Poindexter
Incorporator

Date: 5/19/21