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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**J3L Foundation Corp.**

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**ARTICLES OF INCORPORATION  
FOR  
J3L FOUNDATION CORP.**

The undersigned incorporator, for the purpose of forming a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE 1  
NAME**

The name of the corporation shall be **J3L FOUNDATION CORP.** For convenience, the corporation shall be referred to in this instrument as the "Foundation", these Articles of Incorporation as the "Articles", and the By-Laws of the Foundation as the "By-Laws".

**ARTICLE 2  
OFFICE**

The principal office of the Foundation shall be at **901 Pennsylvania Avenue, #3-564, Miami Beach, Florida 33139**, or at such other place as may be subsequently designated by the Board of Directors. The mailing address of the Foundation shall be at **c/o MELLAW Registered Agents, LLC, 2601 South Bayshore Drive, 18<sup>th</sup> Floor, Coconut Grove, Florida 33133**, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Foundation shall be kept at its principal office or at such other place as may be permitted by the Act.

**ARTICLE 3  
PURPOSE**

- 3.1 The purpose for which the Foundation is organized is exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the "Code").
- 3.2 Without limiting in any way the foregoing general purpose, the specific initial purpose of the Foundation shall be to identify, develop and implement strategies, initiatives and programs for the donation, collection and/or distribution of food to areas, families and persons in need.

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**ARTICLE 4**  
**POWERS**

Except as limited by these Articles of Incorporation or its Bylaws, the Foundation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations pursuant to Chapter 617, Florida Statutes, and other applicable law.

**ARTICLE 5**  
**LIMITATIONS ON ACTIVITIES**

- 5.1 No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, any member, director or officer of the Foundation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Foundation effecting one or more of its purposes as set forth in Article 2 hereof. No member, director or officer of the Foundation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Foundation; provided, however, that the Foundation may confer benefits in the form of distributions, in dissolution or otherwise, in the manner set forth in Article 6 hereof.
- 5.2 Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not conduct or carry on any activities which may not be conducted or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contribution to which are deductible by the donor under Section 170(c)(2) of the Code.

**ARTICLE 6**  
**DISSOLUTION**

Upon the dissolution of the Foundation, the Directors of the Foundation shall, after paying or making provisions for the payment of all of the liabilities of the Foundation, distribute all residual assets of the Foundation to such organization or organizations organized and operated exclusively for charitable purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code, and which provide to or for the donation, collection and/or distribution of food to areas, families or persons in need. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the

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aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

**ARTICLE 7**  
**TERM OF EXISTENCE**

The Foundation shall have perpetual existence.

**ARTICLE 8**  
**INCORPORATOR**

The name and address of the Incorporator of this Corporation is:

MELLAW Registered Agents, LLC  
2601 South Bayshore Drive, 18<sup>th</sup> Floor  
Coconut Grove, Florida 33133

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**ARTICLE 9**  
**NONSTOCK CORPORATION**

This Foundation shall not have or issue shares of stock. It may have and issue membership certificates that shall state prominently on the face of such certificate that such certificates are not transferable and that the Foundation is a not for profit corporation.

**ARTICLE 10**  
**MEMBERSHIP**

The membership of the Foundation shall be open to all persons regardless of race, color, creed, sex or national origin and shall initially only consist of voting members, which shall include the persons constituting the Board of Directors and such additional persons as they may by majority vote from time to time elect. The qualifications for membership and the manner of admission to membership shall be governed and regulated by the Bylaws of the Foundation. The Bylaws may also provide for additional classes of Members.

**ARTICLE 11**  
**BOARD OF DIRECTORS**

- 10.1 **Number and Qualification.** The property, business and affairs of the Foundation shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Foundation.

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- 10.2 Duties and Powers. All of the duties and powers of the Foundation existing under these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees.
- 10.3 Election; Removal. Directors of the Foundation shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- 10.4 Initial Directors. The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jose M. Garcia, Jr.	901 Pennsylvania Avenue, #3-564, Miami Beach, Florida 33139
Leslie Lorenzo	901 Pennsylvania Avenue, #3-564, Miami Beach, Florida 33139
Santiago Eljaiek III	2601 South Bayshore Drive, 18th Floor Coconut Grove, Florida 33133

- 10.5 Standards. A Director shall discharge his/her duties as a director, including any duties as a member of a Committee: in good faith; with the care of an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Foundation. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his/her duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Foundation whom the Director reasonably believes to be reasonable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A Director is not liable for any action taken as a director, or any failure to take action, if he/she performed the duties of his/her office in compliance with the foregoing standards.

## ARTICLE 12

### OFFICERS

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- 10.1 Officers and Offices. The officers of the Foundation shall be elected by the Board of Directors, and shall include a President, a Vice-President, a Secretary, a Treasurer and other officers as designated in the Bylaws.
- 10.2 Duties and Powers. The officers shall have such powers, duties and responsibilities, and shall be elected, removed and hold office, as provided in the Bylaws.

### ARTICLE 13 BYLAWS

The power to adopt, alter, amend and/or repeal Bylaws for the Foundation shall be vested only in the Directors, as more specifically provided in the Bylaws.

### ARTICLE 14 INDEMNIFICATION

- 14.1 Indemnities. The Foundation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Foundation) by reason of the fact that he/she is or was a director, officer, employee or agent (each, an "Indemnatee") of the Foundation, against liability incurred in connection with such proceeding, including any appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Foundation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in, or not opposed to, the best interests of the Foundation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.
- 14.2 Indemnification. The Foundation shall indemnify any person, who was or is a party to any proceeding by or in the right of the Foundation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer, employee, or agent of the Foundation against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Foundation, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such

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proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

14.3 Indemnification for Expenses. To the extent that a director, officer, employee, or agent of the Foundation has been successful on the merits or otherwise in defense of any proceeding referred to in subsection 14.1 or 14.2, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses actually and reasonably incurred by him/her in connection therewith.

14.4 Determination of Applicability. Any indemnification under subsection 14.1 or subsection 14.2, unless pursuant to a determination by a court, shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper under the circumstances because he/she has met the applicable standard of conduct set forth in subsection 14.1 or subsection 14.2. Such determination shall be made:

- (a) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a Committee duly designated by the Board of Directors (in which directors who are parties may participate) consisting solely of two (2) or more Directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
  - 1. selected by the Board of Directors prescribed in paragraph 14.4(a) the committee prescribed in paragraph 14.4(b); or
  - 2. if a quorum of the directors cannot be obtained for paragraph 14.4(a) and the Committee cannot be designated under paragraph 14.4(b), selected by majority vote of the full Board of Directors (in which directors who are parties may participate); or
- (d) By a majority of the voting interests of the members of the Foundation who were not parties to such proceeding.

14.5 Determination Regarding Expenses. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by paragraph 14.4(c) shall evaluate the reasonableness of expenses and may authorize indemnification.

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- 14.6 Advancing Expenses. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Foundation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he/she is ultimately found not to be entitled to indemnification by the Foundation pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.
- 14.7 Exclusivity. Exclusions. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and the Foundation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of members or disinterested directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his/her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:
- (a) A violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his/her conduct was lawful or had reasonable cause to believe his/her conduct was unlawful;
  - (b) A transaction from which the director, officer, employee, or agent derived an improper personal benefit; or
  - (c) Willful misconduct or a conscious disregard for the best interests of the Foundation in a proceeding by or in the right of the Foundation to procure judgment in its favor or in a proceeding by or in the right of the members of the Foundation.
- 14.8 Continuing Effect. Indemnification and advancement of expenses as provided in this section shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.
- 14.9 Application to Court. Notwithstanding the failure of the Foundation to provide the indemnification pursuant to subsection 14.2 and/or subsection 14.3, and despite any contrary determination by the Board of Directors or by the members in the specific case, a director, officer, employee or agent of the Foundation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice

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that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if it determines that:

- (a) The director, officer, employee or agent is entitled to mandatory indemnification under subsection 14.3, in which case the court shall also order the Foundation to pay the director reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses;
- (b) The director, officer, employee, or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by the Foundation of its power pursuant to subsection 14.7; or
- (c) The director, officer, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in subsection 14.1, subsection 14.2, or subsection 14.7. unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or acted in a manner he/she reasonably believed to be not in, or opposed to, the best interest of the Foundation, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he reasonably believed to be not in, or opposed to, the best interest of the Foundation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

14.10 Definitions. For purposes of this Article 14, the term "expenses" shall be deemed to include attorneys' fees, including, *inter alia*, those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer, the term "serving at the request of the Foundation" shall be deemed to include any service as a director, officer, employee or agent of the Foundation that imposes duties on such persons.

14.11 Amendment. Anything to the contrary herein notwithstanding, no amendment to the provisions of this Article 14 shall be applicable as to any party eligible for indemnification hereunder who has not given his/her prior written consent to such

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amendment.

**ARTICLE 15**  
**AMENDMENT**

These Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617, Florida Statutes, as amended. However, those Articles pertaining to dissolution of the Foundation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director or officer of the Foundation or any other person to share in any of the Foundations assets.

**ARTICLE 16**  
**REGISTERED AGENT**  
**AND REGISTERED OFFICE**

The initial registered agent of this corporation (the Foundation) shall be **MELLAW Registered Agents, LLC**, and the registered office located at **2601 South Bayshore Drive, 18<sup>th</sup> Floor, Coconut Grove, Florida 33133**, provided that the Board of Directors may designate from time to time a new registered agent and/or registered office in accordance with the Bylaws and Chapter 617, Florida Statutes.

IN WITNESS WHEREOF, the Incorporator has affixed its signature the day and year set forth below.

Date: 08/02/2021

MELLAW Registered Agents, LLC  
a Florida limited liability company

By: \_\_\_\_\_

  
Santiago Eljaick III, Manager

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Miami-Dade, State of Florida, the Foundation has named **MELLAW Registered Agents, LLC**, located at **2601 South Bayshore Drive, 18<sup>th</sup> Floor, Coconut Grove, Florida 33133**, as its statutory registered agent.

Having been named the statutory agent of said Foundation at the place designated in this certificate, the undersigned is familiar with the obligations of that position, and hereby accepts the same and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

Date: 08/02/2021

**Registered Agent:**

MELLAW Registered Agents, LLC  
a Florida limited liability company

By:   
Santiago Ejazek III, Manager

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