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COVER LETTER

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

| SUBJECT: | CLAP FOR SUCCESS, INC | | | |
|----------------------------|--|--------------------------------------|--|--|
| | (PROPOSED CORP | ORATE NAME – <u>MUST IN</u> | CLUDE SUFFIX) | |
| Enclosed is an original an | nd one (1) copy of the Art LAS78.75 Filing Fee & Certificate of Status | □\$78.75 Filing Fee & Certified Copy | ☐ \$87.50 Filing Fee, Certified Copy & Certificate | |

| FROM: | Milton Portillo | | | | |
|-------|-----------------------------------|--|--|--|--|
| | Name (Printed or typed) | | | | |
| | 4521 PGA Blvd # 237 | | | | |
| | Address | | | | |
| | Palm Beach Gardens, FL 33418 | | | | |
| | City, State & Zip | | | | |
| | Phone (561) 633-3800 | | | | |
| | Daytime Telephone number | | | | |
| | Miltonportillo@CLAPFORSUCCESS.com | | | | |

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

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

| <u>ARTICLE II</u> | PRINCIPAL OFF | <u>ICE</u> | | | | | |
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| Paln | n Beach Gardens, FL | 33418 | | | | 0.3 | |
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| | for which the corporat | ion is organized is: | · · · · · · · · · · · · · · · · · · · | (Please See Attachment |) : (0) : | | ! |
| | - | it corporation establish | · - | · · · | | ਨ | |
| the Internal R | tevenue Code is organ | ized is be a Christian b | ased youth educa | ational and | | 65 65 | |
| community so | ource organization tha | t changes lives and pre | pares members fe | or Political | | | |
| Social, Spiri | tual, Entrepreneurship | Leadership, personal | growth and caree | r success | | | |
| hrough Lead | ership training and ed | ucation. CLAP FOR S | UCCESS assist i | ts members | | | |
| | | | | rectors are elected and appointed: | (Please | See Att | tach) |
| RTICLE V | INITIAL OFFICE | ERS AND/OR DIRECT Executive Director | <u>ORS</u> | | (Please | e See Att | tach) |
| RTICLE V | INITIAL OFFICE | SRS AND/OR DIRECT | ORS Name and Title | | (Please | See Att | tach) |
| RTICLE V | INITIAL OFFICE | Executive Director | <u>ORS</u> | | (Please | e See Att | tach) |
| Name and Tit | INITIAL OFFICE Milton Portillo | Executive Director | ORS Name and Title | e:Treasure | | See Att | tach) |
| Name and Tit | INITIAL OFFICE Milton Portillo 4521 PGA Blvd # 2 Palm Beach Garden Gabriella Chang | Executive Director | ORS Name and Title | Leslieth Alcazar Treasure 4521 PGA Blvd # 237 Palm Beach Gardens, FL 3341 Richard Clemmons, Director | | Sec Ati | tach) |
| Name and Tit | INITIAL OFFICE Milton Portillo 4521 PGA Blvd # 2 Palm Beach Garden Gabriella Chang | Executive Director 237 237 23, FL 33418 | ORS Name and Title Address: | Leslieth Alcazar Treasure 4521 PGA Blvd # 237 Palm Beach Gardens, FL 3341 Richard Clemmons, Director | | Sec Ati | tach) |
| Name and Tit | INITIAL OFFICE Milton Portillo 4521 PGA Blvd # 2 Palm Beach Garden Gabriella Chang | Executive Director Executive Director 237 s, FL 33418 Secretary | ORS Name and Title Address: Name and Title | e: Leslieth Aleazar Treasure 4521 PGA Blvd # 237 Palm Beach Gardens, FL 3341 Richard Clemmons Director | 8 | See Att | tach) |
| Name and Tit Address | INITIAL OFFICE de: Milton Portillo 4521 PGA Blvd # 2 Palm Beach Garden de: Gabriella Chang | Executive Director Executive Director 237 Is, FL 33418 Secretary | ORS Name and Title Address: Name and Title | e: Leslieth Alcazar Treasure 4521 PGA Blvd # 237 Palm Beach Gardens, FL 3341 Richard Clemmons Director 4521 PGA Blvd # 237 | 8 | See Att | tach) |
| Name and Tit Address Name and Tit | INITIAL OFFICE de: Milton Portillo 4521 PGA Blvd # 2 Palm Beach Garden 4521 PGA Blvd # 2 Palm Beach Garden | Executive Director Executive Director 237 Is, FL 33418 Secretary | ORS Name and Title Address: Name and Title Address: Address: | e: Leslieth Alcazar Treasure 4521 PGA Blvd # 237 Palm Beach Gardens, FL 3341 Richard Clemmons Director 4521 PGA Blvd # 237 | 8 | | tach) |
| Name and Tit Address Name and Tit Address | INITIAL OFFICE de: Milton Portillo 4521 PGA Blvd # 2 Palm Beach Garden 4521 PGA Blvd # 2 Palm Beach Garden | Executive Director Executive Director 237 237 Secretary 237 Secretary | ORS Name and Title Address: Name and Title Address: Address: | e: Leslieth Alcazar Treasure 4521 PGA Blvd # 237 Palm Beach Gardens, FL 3341 e: Richard Clemmons Director 4521 PGA Blvd # 237 Palm Beach Gardens, FL 3341 | 8 | | tach) |
| ARTICLE V Name and Tit Address Name and Tit Address | INITIAL OFFICE de: Milton Portillo 4521 PGA Blvd # 2 Palm Beach Garden 4521 PGA Blvd # 2 Palm Beach Garden | Executive Director Executive Director 237 Is, FL 33418 Secretary 237 s, FL 33418 Director | ORS Name and Title Address: Name and Title Address: Name and Title Name and Title | e: Leslieth Alcazar Treasure 4521 PGA Blvd # 237 Palm Beach Gardens, FL 3341 e: Richard Clemmons Director 4521 PGA Blvd # 237 Palm Beach Gardens, FL 3341 | 8 | | tach) |

| Name and Title | · | Name and Title: | | _ |
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| Address | | Address: | | _ |
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| ARTICLE VI | REGISTERED AGENT | | | |
| | Florida street address (P.O. Box NOT accept | stable) of the registered agent | is: | |
| Name: | Mr. Milton Portillo | | | |
| Address: | 4521 PGA Blvd # 237 | | | |
| | Palm Beach Gardens, FL 33418 | | | |
| | | | <u>:-</u> - | 2021 DEC 14 |
| ARTICLE VII | INCORPORATOR | | <u>: ·</u> · | DE |
| The name and | address of the Incorporator is: | | | |
| Name: | Milton Portillo | | | |
| Address: | 4521 PGA Blvd # 237 | | | 를 보고 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 |
| | Palm Beach Gardens, FL 33418 | | . | . 프 |
| <u>ARTICLE VIII</u> | EFFECTIVE DATE: | | | |
| | f other than the date of filing:date is listed, the date must be specific an | | ONAL) days prior or 90 days after | er the filing) |
| Note: If the day | te inserted in this block does not meet the ap ective date on the Department of State's reco | plicable statutory filing requ | - | 4 |
| certificate, I am | amed as registered agent to accept service of familiar with and accept the appointment as | of process for the above state registered agent and agree to | ed corporation at the place o act in this capacity | designated in this |
| 11.26 | - Paris | | 12/01/2021 | |
| su F | Required Signature of Registered A | Agent | Date | - |
| I submit this doc | cument and affirm that the facts stated herein of State constitutes a third degree felony as p | i are true. I am aware that an | y false information submitte | ed in a document to |
| Mh_ In | - , , , , , , , , , , , , , , , , , , , | | 12/01/2021 | |
| Mh fr | Required Signature of Incorp | porator | Date | |

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S., (Not for Profit)

CLAP FOR SUCCESS, INC.

ARTICLE I NAME

The name of the corporation shall be: CLAP FOR SUCCESS, INC

ARTICLE II PRINCIPAL OFFICE

Principal street address, if different is:

4521 PGA Blvd # 237 Palm Beach Gardens, FL 33418

ARTICLE III PURPOSE

Our mission is to present resources and leadership educational opportunities youths in an effort to ensure success in their life through developing stable communities, homes, educational paths and lifestyles while demonstrating the love of God.

The purpose for which this nonprofit corporation established as a Section 501(c)(3) of the Internal Revenue Code is organized is be a Christian based youth educational and community source organization that changes lives and prepares members for Political, Social, Spiritual, Entrepreneurship Leadership, personal growth and career success through Leadership training and education. CLAP FOR SUCCESS assist its members in developing their God given potential through helping them discover their talent through hands-on experiences, training, service and education which give members the tools to achieve real-world success. CLAP FOR SUCCESS members will become the world's next generation of spiritual, political, social, culture, economic, educational, entrepreneur leaders and/or government officials. CLAP FOR SUCCESS is Christian based intracurricular member's organization for inner city, the socially and economically disadvantaged communities.

The nonprofit organization's Goals and Objectives include providing Christian services/products, Spiritual Coaching, Training, Conferences, Workshops, Seminars, Educational classes, Professional Training Services, other materials and community resources. Products and other related based services. Christian services will provide educational and training support to individuals for the purpose of strengthening health and families. We will engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected

therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV QUALIFICATION OF MEMBERS AND MEMBERSHIP

The Corporation shall have no voting members.

ARTICLE V NON PROFIT ORGANIZATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 II hereof. 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 any candidate for public office. Notwithstanding any other provision 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 of 1986, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

Article VI MANNER OF ELECTION

The manner in which the directors are elected, appointed and responsibilities:

A. Duties: The Board of Directors has charge of all matters pertaining to the documents of legal organization and incorporation, risk management, and physical and financial affairs of the organization. The Board of Directors is also be responsible for collecting and disbursing funds, keeping adequate organization records, and making timely reports to the organization. The Board of Directors appoints committees or individuals to be responsible for all matters pertaining to the maintenance and usage, and subject to the approval of an organizational meeting, the acquisition and disposal of organization real property. Board members also count the donations, and monies exchanged at special events.

- B. Qualifications: According to our organizational by-laws (Standard Operating Procedures), members of the Board of Directors must be in support of the mission, by-laws, rules, regulations of CLAP FOR SUCCESS, INC, and its subsidiaries as well as all Federal, local, state and city laws.
- C. Meetings: The Board meets once every quarter on the second Saturday of that month. In addition, the Board members are expected to participate in Board retreats and organization meetings and forums. Board members are encouraged to be active members of the organization, participating in organization events and functions throughout the year.

D. Terms: The positions for which we are conducting elections are staggered to minimize Board turnover. The Executive Director shall appoint or the Board of Directors, in Executive Directors absence, will elect one director to serve for full five-year terms, one person to serve the remainder of a five-year term, and Executive Director will serve for (75) thirty-five years term. The length of service for those elected (excluding Executive Director) will depend on how many votes they receive in the election, with those who receive more votes serving the longer terms.

ARTICLE VII. INITIAL OFFICERS AND/OR DIRECTORS

The corporation shall have (2-7) directors. The number of directors shall be prescribed in the bylaws from time to time. The names and addresses of the directors who shall initially serve are as follows:

Milton Portillo Executive Director

4521 PGA Blvd # 237

Palm Beach Gardens, FL 33418

Gabriella Chang Secretary

4521 PGA Blvd # 237

Palm Beach Gardens, FL 33418

Steven Portillo Director

4521 PGA Blvd # 237

Palm Beach Gardens, FL 33418

Leslieth Alcazar Treasurer

4521 PGA Blvd # 237

Palm Beach Gardens, FL 33418

Richard Clemmons Director

4521 PGA Blvd # 237

Palm Beach Gardens, FL 33418

ARTICLE VIII. Indemnity

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE IX. BYLAWS

The first Bylaws of the corporation shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by such Bylaws.

Article X. Conflicts of Interest

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

- 1. The interest of such officer or director is fully disclosed to the board of directors.
- 2. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
- 3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
- 4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE XI AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by statute or in the following manner:

Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a membership meeting for which due notice of the proposed amendment was given, by affirmative vote of a quorum of the members present. Provided, however, that no amendment shall make any changes in the qualifications for membership nor voting rights of members without approval in writing by all members

Article XII. Corporate Resolution

WHEREAS, the Corporation is determined to grant signing and authority to certain person(s) described hereunder.

RESOLVED, that the Board of Directors is hereby authorized and approved to authorize and empower the following individual to make, execute, endorse and deliver in the name of and on behalf of the corporation, but shall not be limited to, any and all written instruments, agreements, documents, execution of deeds, powers of attorney, transfers, assignments, contracts, obligations, certificates and other instruments of whatever nature entered into by this Corporation.

Name: Milton Portillo
Position/Title: Executive Director

Email Address: miltonportillo@clapforsuccess.com
Signature: Milton Portillo Mallor Bor

The undersigned certifies that he/she is the properly elected and qualified Secretary of the books, records and seal of CLAP For Success, a nonprofit corporation duly conformed pursuant to the laws of the state of Florida, and that said meeting was held in accordance with state law and with the Bylaws of the above-named corporation.

This resolution has been approved by the Board of Directors of CLAP For Success on Nov. 1, 2020.

I, Gabriella Chang as authorized by the Company, hereby certify and attest that all the information above is true and correct.

<u>Gabriella Ghang</u>
Secretary

ARTICLE XIII. DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, 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.