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COVER LETTER

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

SUBJECT: Miami Climate Alliance, 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: Shawn Wilborne

Name (Printed or typed)

11767 South Dixie Hwy, Suite 426

Address

Pinecrest, Florida, 33156

City, State & Zip

(954) 282-1018

Daytime Telephone number

shawn@wilbornelaw.com

E-mail address: (to be used for future annual report notification)

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

2022 MAR 22 AM 6:36

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

ARTICLE I NAME

Miami Climate Alliance, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address: 7449 NW 168 Street, Hialeah, FL 33015

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: exclusively as a not-for-profit within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding, provision of any future United States Internal Revenue Law. The purposes which the Corporation will seek to advance is focused on people-centered solutions to our climate crisis by organizing, communicating, and providing resources to communities in need. The main issues the corporation focuses are affordable housing, clean energy, public transit, disaster preparedness, immigration policy, and climate gentrification. The corporation shall have and exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized under the Florida Not For Profit Corporation Act, and any and all acts amendatory thereof and supplemental thereto. For the purposes of engaging in and transacting any or all lawful business consistent with the purposes set forth under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding, provision of any future United States Internal Revenue Law.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected and appointed is provided in the Bylaws of the Corporation.

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Zelalem Adefris, Chair
Address: 1236 Drexel Ave #8, Miami Beach 33139

Name and Title: Emily Gorman, Vice Chair
Address: 600 Biltmore Way, Apt. 408 Coral Gables FL 33134

Name and Title: Adrian Madriz, Secretary
Address: 1990 NW 4th Ct. Apt. 11, Miami, FL, 33136

The affairs of the Corporation 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 of the Corporation, but may never be less than three. The Election of directors shall be done in accordance with the Bylaws. The Directors shall be protected from personal liability to the fullest extent permitted by law.

2022 MAR 22 PM 6:36
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ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Shawn Wilborne

Address: 11767 South Dixie Hwy, Suite 426, Pinecrest, Florida, 33156

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Shawn Wilborne, Esq.

Address: 11767 South Dixie Hwy, Suite 426, Pinecrest, Florida, 33156

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: N/A.

ARTICLE IX LIMITATIONS:

No part of the net earnings of the corporation shall inure to 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 Three 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 or in opposition to any candidate for public office. 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 section 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 X 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.

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

3/15/22

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 s.817.155, F.S.

Required Signature of Incorporator

3/15/22

Date

2022 MAR 22 AM 6:36