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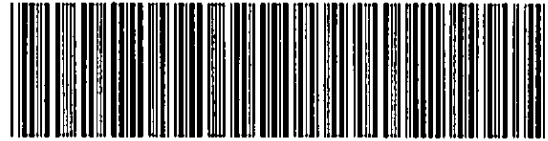
(Business Entity Name)

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## COVER LETTER

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

**SUBJECT:** EXILE PROJECTS, 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:** Kyle R. Saxon, Esq.  
Name (Printed or typed)  
9065 SW 87 Avenue, Suite 112  
Address  
Miami, Florida 33176  
City, State & Zip  
305-371-9575  
Daytime Telephone number  
kylesaxon@saxonfink.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**

**EXILE PROJECTS, INC.**

(A Not-For-Profit Corporation)

**ARTICLE I - NAME AND ADDRESS**

The name of the Corporation shall be **EXILE PROJECTS, INC.**, with its principal place of business located at 2645 South Bayshore Drive, No. 302, Miami, Florida 33133.

**ARTICLE II - PURPOSES**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, printing initiative dedicated to promoting and providing assistance for artists' books through the process of collaboration and exchange, and providing free thematic programming and educational events such as workshops, lectures, exhibitions, performances, and fairs in order to advance public engagement with artists' publications.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

**ARTICLE III – MEMBERSHIP**

The Corporation shall have not less than three (3) and not more than eleven (11) Directors, who shall be the members of the Corporation and shall be its Board of Directors (hereafter the "Board"). The qualifications, terms of office, and the manner in which a Director shall become a Director or be elected and continue in office shall be as follows:

(a) Initial Directors. The initial Directors of the Corporation and their addresses are:

Amanda Keeley	2645 South Bayshore Drive, No. 302 Miami, Florida 33133
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Maureen Sarro	21 First Avenue, #9 New York, New York 10003
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Catherine Cobb

111 Rose Lane, #A1  
Mt. Pleasant, South Carolina 29464

Martha Raoli

2831 South Bayshore Drive, Unit 601  
Miami, Florida 33133

(b) Additional Directors. Additional Directors may be elected to serve as Directors of the Corporation by majority vote of the then serving Directors. Each Director shall hold office until the annual meeting of the Board of Directors and until reelected or their successor is elected.

(c) Vacancies. If a Director shall not accept the office or under any circumstances shall cease to be a Director, the vacancy thus created may be filled by majority vote of the members of the Board of Directors.

(e) Removal. Any Director, whether now in office or hereafter elected, may be removed from office, with or without cause, by majority vote of the entire Board at any regular or special meeting of the Board.

#### **ARTICLE IV - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

#### **ARTICLE V - BOARD OF DIRECTORS**

Section 1. Governing Body. The Board shall be the governing body of the Corporation.

Section 2. Quorum. The presence of a majority of the Directors shall be necessary at any meeting of the Board to constitute a quorum to transact business.

Section 3. No Remuneration. No Director shall receive or be entitled to receive from the Corporation any salary or remuneration of any kind, nature or character whatsoever for serving as a Director or as an officer of the Corporation, or for personal services in connection with the acquisition of property, material or equipment, but may be reimbursed by the Corporation for actual expenses incurred and authorized by the Board.

Section 4. Reports. Minutes of the meetings of the Board and the committees of the Board shall be kept. The minutes of the meetings of the Board and the committees of the Board shall be provided to each Director prior to the next regularly scheduled meeting of the Board.

Section 5. Directors' Liability. No Director shall be held liable or responsible for action taken by the Board acting under the provisions or in the manner authorized by these Articles of

Incorporation or the Bylaws of the Corporation, nor for action taken by the Board in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken by the Board, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or on behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director, the Corporation shall indemnify and save such Director harmless. If any legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the Director being or having been a Director or an officer of the Corporation, or a director, or trustee or officer of any other corporation which the Director served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by such Director in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of such Director's duty to the Corporation. The Corporation shall, to the extent permitted under state and federal law, indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in the capacity of Director or as an officer of the Corporation, or in the capacity of a director, trustee or officer of any other corporation which such Director served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action suit or proceeding by judgment, settlement, conviction or upon a plea of nolle contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that such Director had reasonable ground for belief that such action was unlawful.

## ARTICLE VI – OFFICERS

Art 6: 33

Section 1. Board Officers. The Board Officers of the Corporation shall be a Chairperson, a Treasurer and a Vice President/Secretary, each of whom shall be a Director.

Section 2. Election. Such Board Officers shall be elected at the annual meeting of the Board of Directors each year by the Directors in office at the time of the election, and shall take office immediately upon being elected.

Section 3. Term of Office. All such Board Officers shall hold office until the annual meeting of the Corporation and until their successors are elected and take office.

Section 4. Other Officers. A President and one or more Vice Presidents may be appointed by majority vote of the Directors.

Section 5. Removal Officers. Any Officer may be removed from office by majority vote of the entire Board at any regular or special meeting.

Section 7. Initial Officers. The initial officers shall consist of the following:

Amanda Keeley	Chairperson/President
Maureen Sarro	Treasurer
Catherine Cobb	Vice President/Secretary

## **ARTICLE VII - PROPERTY, FUNDS AND INCOME**

No part of the property, funds or income of the Corporation shall be distributed to nor shall any part of the net income, if any, of the Corporation inure to the benefit of its Members, Directors, Board Officers or any other private individual.

## **ARTICLE VIII - LIQUIDATION OR DISSOLUTION**

In the event of the liquidation or dissolution of the Corporation, its property and funds, after payment or provision for payment of its creditors, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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.

## **ARTICLE IX - POLITICAL ACTIVITY**

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or lobbying, 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.

#### **ARTICLE X - BYLAWS**

The Bylaws of the Corporation may be amended or rescinded as provided in the Bylaws.

#### **ARTICLE XI - AMENDMENTS**

These Articles of Incorporation may be amended, rescinded or added to by majority vote of the entire Board at any regular or special meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same subject matter.

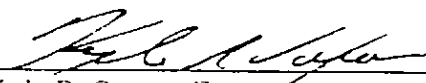
#### **ARTICLE XII - REGISTERED AGENT AND OFFICE**

The registered agent and the street address of the registered office of this corporation are:

Kyle R. Saxon, Esq.  
9065 SW 87 Avenue, Suite 112  
Miami, Florida 33176

#### **ARTICLE XIII - REGISTERED AGENT' ACCEPTANCE**

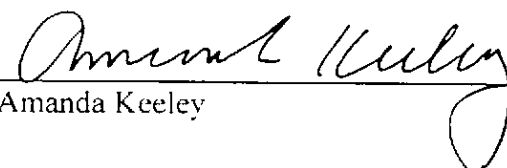
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

  
\_\_\_\_\_  
Kyle R. Saxon, Esq.

Date: March 16, 2022.

#### **ARTICLE XIV – INCORPORATOR**

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.

  
\_\_\_\_\_  
Amanda Keeley

Date: March 16, 2022