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ARTICLES OF INCORPORATION

OF

THE CANES INITIATIVE, INC.

(A Florida Not-For-Profit Corporation)

ARTICLE I

NAME

The name of this corporation shall be The Canes Initiative, Inc. (hereinafter called the "Corporation").

ARTICLE II

PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial principal office and the mailing address of the Corporation is 1825 Ponce de Leon Boulevard, #625, Coral Gables, Florida 33134.

ARTICLE III

PURPOSE

The Corporation is a not-for-profit corporation, which is to be organized as a 501(c)(3) organization and shall be operated exclusively for charitable educational and philanthropic purposes to (a) organize, sponsor, promote and participate in youth athletic events, contests, educational opportunities, clinics, expositions and other similar programs and projects for the youth of the South Florida communities; (b) provide a mentorship program to be provided by student athletes from The University of Miami for the youth in the South Florida communities to inspire, encourage and equip such youth through education, events, retreats, missions and interactive digital platforms; (c) inspire, encourage and support them; and (d) accept, hold, administer and disburse for the foregoing purposes such funds or property as may from time-to-time be donated to it by any persons, corporations or other entities; and (e) carry on such other activities in furtherance and support of the foregoing purposes as are lawful and proper for a corporation formed under Section 501(c)(3) of the Code.

ARTICLE IV

MEMBERSHIP

The Corporation shall have no members.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is at Watts-FitzGerald Law, PLLC, 2800 Ponce de Leon Boulevard, Suite 1400, Coral Gables, FL 33134 and the registered agent of this Corporation at such office is Abigail Watts-FitzGerald.

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ARTICLE VI BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of Directors shall initially be three (3). The number of Directors may be increased from time to time in accordance with the Bylaws of the Corporation, but shall never decrease to less than three (3) directors. The manner and method of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

ARTICLE VII LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) 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 (b) 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 VIII INDEMNIFICATION

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director or officer of the Corporation, (b) who is or was an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, member, manager, agent, or employee of another corporation, partnership, limited liability company, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all claims, fines, liabilities, suits, proceedings, arbitrations, mediations, settlements, losses, damages, costs and expenses, including, without limitation, attorneys' fees, asserted against him or her or incurred by him or her in his or her capacity as such director, officer, member, manager, trustee, partner, agent or employee, or arising out of his status as such director, officer, member, manager, trustee, partner, agent or employee of the Corporation. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. If any portion of this Article VIII is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless shall indemnify each Director and officer of the Corporation to the fullest extent permitted by all portions of this Article VIII that has not been invalidated and to the fullest extent permitted by law.

The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

Article IX **DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Trustees.

ARTICLE X **PRIVATE FOUNDATION RULES**

The Corporation must at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in Section 509(a) of the Code. If, however, at any time, the Corporation is classified as a private foundation under federal tax laws, then at such time the Corporation is subject to the following restrictions:

The Corporation must at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in Section 509(a) of the Code. If, however, at any time, the Corporation is classified as a private foundation under federal tax laws, then at such time the Corporation is subject to the following restrictions:

(a) the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(b) the Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(c) the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(d) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and

(e) the Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

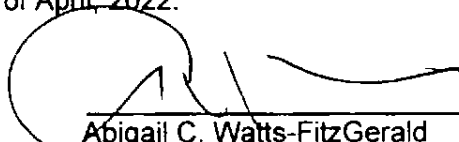
ARTICLE XI **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

Abigail C. Watts-FitzGerald
Watts-FitzGerald Law, PLLC
2800 Ponce de Leon Boulevard, Suite 1400
Coral Gables, Florida 33134

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 11th day of April, 2022.



Abigail C. Watts-FitzGerald
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**


WITNESSETH:

That, The Canes Initiative, Inc., desiring to organize under the laws of the State of Florida, has named Abigail Watts-FitzGerald, located at Watts-FitzGerald Law, PLLC, 2800 Ponce de Leon Boulevard, Suite 1400, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 11th day of April, 2022.



Abigail Watts-FitzGerald, Registered Agent

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