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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. O'KEEFE

MAY 17 2022

W22- 62688

COVER LETTER

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

SUBJECT: Coconut Grove Community Foundation, 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: Charlotte Cassel

Name (Printed or typed)

2526 Lincoln Ave

Address

Miami, FL 33133

City, State & Zip

305-542-2077

Daytime Telephone number

charlottejcassel@gmail.com

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

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COCONUT GROVE COMMUNITY FOUNDATION, INC.
(A Florida Not-for-Profit Corporation)

ARTICLE 1
NAME

The name of the corporation shall be Coconut Grove Community Foundation, Inc. (the "Corporation").

ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation shall be 3617 Bougainvillea Road, Miami, FL 33133.

ARTICLE 3
PURPOSE; POWERS

- A. The Corporation is organized and operated exclusively for charitable purposes, in the geographical area of Coconut Grove, Florida, as permitted by section 501(c)(3) of the Internal Revenue Code (the "Code"), as amended, or corresponding section of any future federal tax code, and Regulations issued pursuant thereto, to include, for such purposes, the making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code.
- B. The Corporation shall possess and exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or appropriate to conduct, promote or attain the purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.
- C. The Corporation and its Board of Directors shall transact business of the Corporation only in the following manner:
 1. No portion of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or any other private person, with the exceptions 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 herein.
 2. The Corporation shall at all times operate as a not-for-profit corporation according to the laws of the State of Florida, and at no time shall issue any shares or pay any dividends to its members, if any.

3. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and applicable Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and applicable Treasury Regulations as they now exist or as may hereafter be amended, or (iii) by a not-for-profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE 4 **MEMBERSHIP**

The Corporation shall have no members.

ARTICLE 5 **INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Corporation is:

Mr. Samuel Spencer Blum, Esq.
2666 Tigertail Ave., Suite 106
Miami, FL 33133

ARTICLE 6 **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the Bylaws.

ARTICLE 7 **INCORPORATOR**

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

Mr. Riley Smith
3617 Bougainvillea Road
Miami, FL 33133

ARTICLE 8 **DISSOLUTION**

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liability of the Corporation, shall be distributed to an organization or organizations organized and operated exclusively for charitable uses and purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or corresponding provisions of any future tax code), as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 9
AMENDMENTS TO THE ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation shall be enacted in accordance with the terms of the Corporation's Bylaws.

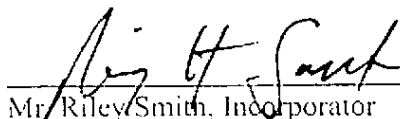
ARTICLE 10
AMENDMENTS TO THE BYLAWS

The Bylaws of the Corporation may be made, altered, or rescinded by the Board of Directors as provided in the Bylaws.

ARTICLE 11
INDEMNIFICATION

Every director and officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having served the Corporation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of a judgment, and also when the person concerned is adjudicated guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approved the settlement and/or reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which the person may be entitled.

IN WITNESS WHEREOF, the incorporator has executed these Articles on the 6 day of April, 2022.



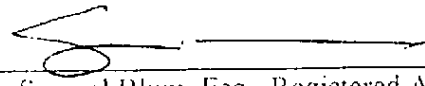
Mr. Riley Smith, Incorporator

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

I agree to act as registered agent and to accept service of process for the corporation named above at the place designated in these Articles. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of registered agent duties. I am familiar with and accept the obligations of the registered agent position.

By: 
Mr. Samuel Blum, Esq., Registered Agent

Dated: April 12, 2022

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TALLAHASSEE, FLORIDA