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☐ PICK-UP    ☐ WAIT    ☐ MAIL

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(Business Entity Name)

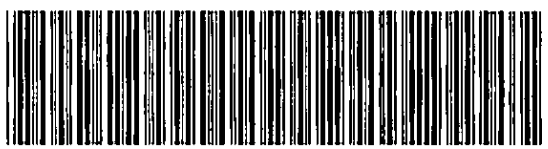
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 2, 2022

VIA FOUNDATION, INC.  
550 BILTMORE WAY STE 200  
CORAL GABLES, FL 33134 US

SUBJECT: VIA FOUNDATION, INC.  
Ref. Number: W22000056824

We have received your document for VIA FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Florida nonprofit corporations are required to have at least 3 directors or trustees.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Coates Brianna  
Regulatory Specialists II

Letter Number: 122A00010113

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TALLAHASSEE, FLORIDA

## COVER LETTER

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

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SUBJECT: VIA 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: VIA FOUNDATION, INC.

Name (Printed or typed)

550 BILTMORE WAY, SUITE 200

Address

CORAL GABLES, FL 33134

City, State & Zip

813.819.0000

Daytime Telephone number

INFO@VIAFOUNDATION.NET

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

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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

**REJECTED FILING MODIFICATION -  
DOCUMENT NUMBER: W22000056824**

**ARTICLES OF INCORPORATION  
OF  
VIA FOUNDATION, INC.  
(A FLORIDA NOT FOR PROFIT CORPORATION)**

*The undersigned, acting as Incorporator of a Florida not for profit corporation under the Florida Not for Profit Corporation Act, Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:*

**ARTICLE I  
NAME**

The name of the Corporation is:

VIA FOUNDATION, INC.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Corporation is:

550 BILTMORE WAY  
MEZZANINE - SUITE 200  
CORAL GABLES, FL 33134

**ARTICLE III  
PURPOSE**

The Corporation is organized and operated exclusively for religious, charitable, and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. (Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.) The purposes of Via Foundation also include sharing the Gospel of Jesus Christ, the Bible, information about the Christian faith and Christian worship to as many people as possible using any effective means.

In particular, the Corporation may (1) own property, including real property and tangible and intangible personal property, (2) make distributions for its religious, charitable, and/or educational purposes, (3) solicit and invest funds, and (4) engage in any and all lawful activities to accomplish the foregoing, except as restricted herein.

In order to accomplish the foregoing purposes and for no other purpose or purposes, the Corporation shall have all of the powers granted to non-stock corporations by § 617.0302 of the Florida Not-for-Profit Corporation Act; provided however, that the Corporation shall not engage in any 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 (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Additionally, at any time during which it is deemed a private foundation, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the Corporation

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OF  
CITY OF MIAMI

shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the Corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the Corporation shall not make any investment in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

Other than the payment of reasonable compensation, the assets and net earnings will not inure to the benefit of any member, officer, or director. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation will not intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office. No member, officer, or director shall have a vested interest in the Corporation's assets.

#### **ARTICLE IV MEMBERS**

The Corporation shall have no members.

#### **ARTICLE V MANNER OF ELECTION OF DIRECTORS**

The following two (2) individuals shall serve the initial directors of the Corporation:

JAMES IRVING  
550 BILTMORE WAY  
MEZZANINE - SUITE 200  
CORAL GABLES, FL 33134

DIANA IRVING  
550 BILTMORE WAY  
MEZZANINE - SUITE 200  
CORAL GABLES, FL 33134

JOHN PEDRE  
550 BILTMORE WAY  
MEZZANINE - SUITE 200  
CORAL GABLES, FL 33134

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CORAL GABLES, FL

The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation.

#### **ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT**

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

CMS INTERNATIONAL ENTERPRISES, INC.  
550 BILTMORE WAY  
MEZZANINE - SUITE 200  
CORAL GABLES, FL 33134

ARTICLE VII  
INCORPORATOR

The name and address of the incorporator is:

JAMES IRVING  
550 BILTMORE WAY  
MEZZANINE - SUITE 200  
CORAL GABLES, FL 33134

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MIAMI, FLORIDA

Article VIII  
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, as set forth in the Bylaws, but in no event to any officer, director, or trustee of the Corporation.

ARTICLE IX  
AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the directors in the manner and form set forth in the Bylaws as they may exist from time to time.

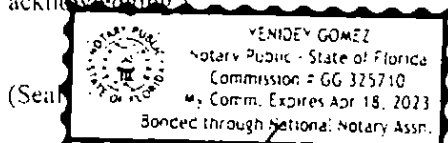
These Articles of Incorporation shall be amended by affirmative vote of a majority of the members of the Board of Directors at a meeting duly called for such purpose.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4<sup>th</sup> day of April, 2022.

Incorporator: [Signature]  
James Irving

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of April, 2022, by (name of person acknowledging)



Personally known: [Signature]  
OR Produced Identification: \_\_\_\_\_  
Type of Identification Produced: \_\_\_\_\_

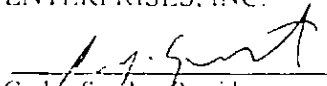
[Signature]  
Signature of Notary Public  
Print, Type/Stamp Name of Notary

## ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I, Carlos Samlul, on behalf of CMS International Enterprises Inc., hereby accept the appointment as the initial Registered Agent of this Corporation 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 my duties, and I am familiar with and accept the obligations of my position as registered agent.*

By:

CMS INTERNATIONAL  
ENTERPRISES, INC.

  
\_\_\_\_\_  
Carlos Samlul, President

Date: 4/4/2022

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