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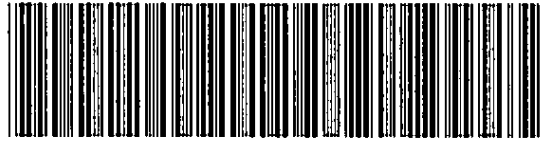
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FALL MILLS SE CT 0610

**COVER LETTER**

**To: New Filing Section  
Division of Corporations**

**Subject: Journey of the Leaf, Inc.**

The enclosed Articles of Incorporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Journey of the Leaf, Inc.  
PO Box 655338  
Miami, FL 33265-5338

For further information concerning this matter, please contact: Lucia White

Daytime telephone number: (305) 450-7735  
Email address: [journeyoftheleaf@gmail.com](mailto:journeyoftheleaf@gmail.com)

Enclosed is a check for the following amount: \$70.00 (Filing Fee)

**Mailing Address:**

New Filing Section  
Division of Corporations

**ARTICLES OF INCORPORATION**  
**OF**  
**Journey of the Leaf, Inc.**  
A Florida "Not for Profit" Corporation

2022 NOV 18 PM 4:39  
FALLA HESSE  
FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**A. NAME OF CORPORATION:** The name of the corporation ("Corporation") is Journey of the Leaf, Inc.

**B. PRINCIPAL OFFICE:** The principal office of the corporation is located at 12300 SW 51st Street, Miami, FL 33175.

**C. MAILING ADDRESS:** The mailing address of the corporation is PO Box 655338, Miami, FL 33265-5338.

**D. REGISTERED AGENT:** The name of the registered agent of the corporation is Lucia White. The address of this registered agent is 12300 SW 51st Street, Miami, FL 33175.

**E. DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**F. BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

**G. INCORPORATOR:** The name and address of the incorporator is: Lucia White, 12300 SW 51st Street, Miami, FL 33175.

**H. CORPORATE PURPOSES:**

1. The exclusive purpose of this Corporation is to engage in charitable, educational, religious, or scientific activities that qualify as exempt under of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

2. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purpose.

either directly or indirectly.

3. All of the foregoing purposes shall be exercised in such a manner that the Corporation will qualify as an exempt organization under section 501(a) of Internal Revenue Code of 1986

#### I. **501(c)(3) LIMITATIONS**

1. **CORPORATE PURPOSES:** Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal taxation under section 501(a) of IRS Code as an organization described in section 501(c)(3) of that Code

2. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the its directors or officers, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to the Corporation's purposes (as specified herein) no part of which shall inure to the benefit of any individual.

3. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

4. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(a) of the IRS Code as an organization described in section 501(c)(3) of that Code. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located. upon petition thereof by the Attorney General or by any person concerned in the liquidation.

J. **INDEMNIFICATION:** Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

**EXECUTION**

These Articles of Incorporation are hereby executed by the incorporator on this 9-11-22 day of 11-November 2022.

Lucia White  
Lucia White

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for this Corporation.

Lucia White  
Lucia White

Date: November 11-22

FILED  
2022 NOV 18 PM 12:39  
TALLAHASSEE, FLORIDA

## **Exhibit A**

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### **BYLAWS of Journey of the Leaf, Inc.**

#### **1. INTRODUCTION**

- 1.1. These bylaws constitute the code of rules adopted by the Corporation for the regulation and management of its affairs.

#### **2. MEMBERS**

- 2.1. The Corporation shall have no "members".

#### **3. DIRECTORS**

- 3.1. Definition of Board of Directors: Board of Directors is a group composed of all of the Directors. The Board of Directors, acting collectively, is vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these Bylaws.
- 3.2. Qualifications: Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin.
- 3.3. Number of Directors: The Board of Directors shall consist of a minimum of three natural persons. The number of directors may be increased from time to time by the appointment of additional directors by the Board of Directors by means of adopted resolutions. The size of the Board of Directors shall automatically decrease upon the death, resignation or removal of directors without there being any vacancies created that would need to be filled (though additional directors must be appointed if necessary to maintain the required minimum size of the Board of Directors).
- 3.4. Terms and Election of Directors: The Directors shall serve indefinite terms until they resign or are removed in accordance with the provisions of these bylaws.
- 3.5. Procedure at Director Meetings: The rules contained in the Handbook on Parliamentary Procedure ("Robert's Rules of Order") shall govern the meetings of the board of directors.
- 3.6. Resignations: Any director can resign at any time by delivering a written resignation to the Chairperson of the board or to the Secretary of the Corporation. Resignations of directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date.
- 3.7. Removal: Any director may be removed at any time, with or without cause, by a vote equal to 2/3 of the total number of then incumbent directors at a meeting of the directors that had been properly called in accordance with the

terms of these bylaws. In addition, a director may be removed by the vote of a simple majority of the directors attending a properly called meeting where a quorum is present when the director to be removed has missed three consecutive properly called meetings of the directors.

- 3.8. Place of Director's Meetings: Meetings of the board of directors, regular or special, will be held at the primary place of business for this Corporation or at any other place within or without the State of Florida as provided or such place or places as the board of directors may designate by resolution duly adopted.
- 3.9. Meetings: Meetings of the Board of Directors may be called by:
- A. a vote of the directors at a properly called meeting
  - B. the Chairperson
  - C. the Secretary upon the written request of a majority of directors
- 3.10. Notice of Director Meetings: Written notice of all director meetings shall be given to each director no less than two (2) days nor more than ten (10) days prior to the meeting. Such notice may be delivered by email in cases where a director has an email address that has been verified to be valid through its use in prior correspondence.
- 3.11. Waiver of Notice: Attendance by a director at any meeting of the directors will constitute a waiver of notice of such meeting except where such director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of business because the meeting is not lawfully called or convened.
- 3.12. Quorum: A majority of the then incumbent directors shall constitute a quorum for the conduct of business. At a meeting of the directors where a quorum is present, a majority vote of the directors attending shall constitute an act of the directors unless a greater number is required by law or by these bylaws.
- 3.13. Action by Consent: Any action required by law or under the Articles of Incorporation or by these bylaws, or any action which otherwise may be taken at a meeting of the board of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all directors in office, and filed with the secretary of the Corporation.
- 3.14. Self Dealing: No director shall use confidential information gained by reason of being a member of the board of directors for personal gain to the detriment of the corporation.

#### 4. OFFICERS

- 4.1. Roster of Officers: The Board of Directors, by Resolution, may, from time to time, appoint such officers as it deems necessary or appropriate to perform designated duties and functions. At a minimum the Corporation shall have a

President, Chairperson and Secretary.

- 4.2. President: The President shall carry out such duties and have such authority as is from time to time granted by the vote of the directors at a properly called meeting with a quorum present.
- 4.3. Chairperson: The Chairperson shall preside at all board meetings, be responsible for preparing agendas for board meetings, and shall exercise parliamentary control in accordance with Roberts Rules of Order.
- 4.4. Secretary: The Secretary will keep minutes of all meetings of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or these bylaws, and generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws.
- 4.5. Designation of Other Officers: The directors by a vote at a properly called meeting with a quorum present or by unanimous written consent may, in its sole discretion, designate other officers. Such officers, if so designated, shall have such authority as may be granted from time to time by the directors by vote at a properly called meeting with a quorum present or by unanimous written consent.
- 4.6. Selection and Removal of Officers: All officers shall serve indefinite terms. It is recommended but not required that the the directors review the performance of the officers once a year for the purpose of considering whether or not to keep or replace them. An officer shall remain in office until his or her successor has been selected. Any officer may be removed by a vote of the directors at a properly called meeting with a quorum present or by unanimous written consent at any time and for any reason with or without cause. Such removal, however, shall be without prejudice to the contract rights (if any) of such officer.

## **5. COMMITTEES**

- 5.1. Appointment of Committees: The Board of Directors may from time to time designate and appoint one or more standing committees as it sees fit. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors.

## **6. OTHER PROVISIONS:**

- 6.1. Inspection Of Books And Records: All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.
- 6.2. Loans To Management: This Corporation will make no loans to any of its Directors or Officers.
- 6.3. Execution of Documents: Except as otherwise provided by law, checks, drafts, and orders for the payment of money of this Corporation shall be signed by one or more persons who have been designated by a vote of the



directors at a properly called meeting with a quorum present or by unanimous written consent. Contracts, promissory notes, leases, or other instruments executed in the name of and on behalf of the Corporation shall be signed by one or more person who have been authorized and directed to do so by a vote of the directors at a properly called meeting with a quorum present or by unanimous written consent. No contract shall be valid unless it has been so authorized or ratified by the directors.

- 6.4. The directors by a vote at a properly called meeting with a quorum present or by unanimous written consent may adopt Articles of Amendment (amending the Articles of Incorporation). Articles of Amendment must be adopted in accordance with Florida Law. The bylaws may be amended at any time by a vote of the directors at a properly called meeting with a quorum present or by unanimous written consent.
- 6.5. Authority to make Statements. No person, except for the Chairperson shall be authorized to make any public statements, whether written or oral, purporting to represent the official policy, position, or opinion of this Corporation, without first having obtained the approval of the Board of Directors. Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the Corporation, shall first make it clear that he or she is representing the Corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the Corporation. He or she shall not at the same time present any statement purporting to represent any other firm, group, or organization or purporting to represent his or her own personal views.
- 6.6. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.