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Law Office of Malachi S. Johnson, PLLC

ATTORNEY AT LAW  
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MALACHI S. JOHNSON, ESQ.

TELEPHONE: 832.805.7233

October 19, 2022

Bishop Gregory J. Toussaint  
990 NE 125<sup>th</sup> Street, Suite 200  
North Miami, Florida 33161

**Re: SHEKINAH FUND, INC.**  
Organizational Documents: Cover Letter: Articles of Incorporation

Dear Bishop Toussaint,

The above referenced documents are presented for your review, execution and further handling.

**ARTICLES OF INCORPORATION**

The Articles of Incorporation are to be filed with the Florida Department of State, Division of Corporations. For your convenience, a Cover Letter has been prepared and is to be submitted along with the Articles of Incorporation. The Articles of Incorporation are to be submitted in duplicate (two original documents). Please include the Filing Fee in the amount of \$87.50. Make your check payable to Department of State. The Department of State's mailing and street address are as follows:

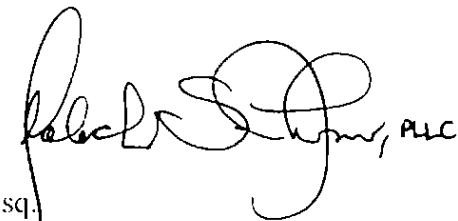
**Mailing Address:**

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314  
(850) 245-6052

**Street Address**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
(850) 245-6052

In His service,

*Law Office of Malachi S. Johnson, PLLC*  


Malachi S. Johnson, Esq.  
Law Office of Malachi S. Johnson, PLLC

2022 NOV 21 PM 1:18

## COVER LETTER

October 19, 2022

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**SUBJECT: SHEKINAH FUND, INC.**

Dear Department of State/Division of Corporations,

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

- \$87.50 Filing Fee, Certified Copy & Certificate

FROM: Bishop Gregory J. Toussaint  
990 NE 125<sup>th</sup> Street, Suite 200  
North Miami, Florida 33161  
(305) 767-9073  
[gregorytoussaint@gmail.com](mailto:gregorytoussaint@gmail.com)

**NOTE: Enclosed is the original and one copy of the Articles of Incorporation.**

2022 NOV 21 PM 1:18

ARTICLES OF INCORPORATION

OF

SHEKINAH FUND, INC.

In compliance with Chapter 617, F.S.. (Not for Profit)

2022 NOV 21 PM 1:18

**ARTICLES OF INCORPORATION**  
**OF**  
**SHEKINAH FUND, INC.**

TO THE SECRETARY OF STATE OF FLORIDA:

Pursuant to the provisions of Chapter 617.0202, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation:

**ARTICLE I**  
**NAME**

The name of this corporation shall be SHEKINAH FUND, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is as follows:

990 Northeast 125<sup>th</sup> Street, Suite 200  
North Miami, Florida 33161

The mailing address is as follows:

990 Northeast 125<sup>th</sup> Street, Suite 200  
North Miami, Florida 33161

**ARTICLE III**  
**PURPOSE**

A. This corporation is a not-for-profit corporation and is not organized for the private gain of any person. It is organized under Chapter 617.0202, Florida Statutes, for charitable, scientific and educational purposes.

2022 NOV 21 PM 1:18

SECRETARY OF STATE

10

- B. This corporation is organized and operated exclusively for charitable, scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") or any future federal tax code.
- C. The duration of the corporation is perpetual.
- D. The corporation shall not have capital stock.
- E. The Corporation shall have only one (1) class of membership, the Board of Directors members, which shall be voting members. The affairs of and management of the Corporation are reserved in the Board of Directors whose members shall have a fiduciary obligation to the Corporation.

#### ARTICLE IV MANNER OF ELECTION

The initial Board of Directors shall be appointed by the President or as otherwise stated in the Bylaws. The Board of Directors shall consist of not less than three (3) persons. The number of Directors may be increased or decreased from time to time by approval of the Board. Directors of the Corporation shall be appointed by the President at the annual meeting of Directors and shall serve until the succeeding annual meeting and/or until their successors have been qualified and appointed.

#### ARTICLE V INITIAL DIRECTORS

The initial Board of Directors shall be three (3) in number, their names and addresses being as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gregory J. Toussaint	990 NE 125 <sup>th</sup> Street, Ste. 200, North Miami, FL 33161
Patricia Toussaint	990 NE 125 <sup>th</sup> Street, Ste. 200, North Miami, FL 33161
Caingth Guerrier	990 NE 125 <sup>th</sup> Street, Ste. 200, North Miami, FL 33161

2022 NOV 21 PM 3:18

**ARTICLE VI  
REGISTERED AGENT**

A. The name and address of the Florida Registered Agent and the registered office of the corporation are:

Registered Agent: Bishop Gregory J. Toussaint

Registered Office: 990 NE 125<sup>th</sup> Street, Suite 200

City, State, Zip Code, County: North Miami, Florida 33161, Dade County,

**ARTICLE VII  
INCORPORATOR**

The name and address of the incorporator is:

Name: Bishop Gregory J. Toussaint

Address: 990 NE 125<sup>th</sup> Street, Suite 200, North Miami, Florida 33161

**ARTICLE VIII  
EFFECTIVE DATE**

The Effective Date for the Articles of Incorporation is the date of filing.

**ARTICLE IX  
OTHER PROVISIONS**

A. This corporation is organized and operated exclusively for charitable, scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") or any future federal tax code.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene

2022 NOV 21 PM 1:18

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in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

- C. The property of the Corporation is dedicated to nonprofit charitable, scientific and educational purposes. No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers, or to any other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in the furtherance of the nonprofit purposes of the Corporation.
- D. Upon the winding up and dissolution of the Corporation, the Board of Directors shall, after paying or adequately providing for all the debts, obligations, and liabilities of the Corporation, distribute the remaining assets of the Corporation exclusively for the nonprofit purposes of the Corporation to an organization which is organized and operated exclusively for nonprofit purposes and which is tax exempt under Section 501(c)(3) of the Code, or shall distribute the remaining assets of the Corporation to such other organization or organizations which are organized and operated exclusively for charitable purposes and which are tax exempt under Section 501(c)(3) of the Code, as the Board of Directors in its sole discretion shall determine.
- E. In furtherance of its nonprofit tax-exempt purposes, the Corporation shall have the following powers and authority:
- (a) To do all acts, perform all functions, and carry on all activities permitted by the nonprofit corporation laws of the State of Florida or of any other State in which the Corporation is qualified to act.
  - (b) To have and exercise all powers and rights enjoyed by corporations generally in the State of Florida, and in any State in which the Corporation is qualified to act, as long as the exercise of such powers is not specifically prohibited for nonprofit corporations.
  - (c) To use all media, whether now known or hereafter discovered, including, but not limited to, internet, print, television, satellite, and radio.



(d) To exercise such incidental powers as may reasonably be necessary to carry out the purposes for which the Corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as set forth in Section 501(c)(3) of the Code.

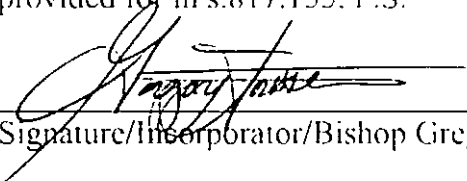
(e) Notwithstanding any other provisions of the Articles of Incorporation or the Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the nonprofit charitable, scientific and educational purposes of the Corporation, and the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or under the corresponding section of any future United States revenue law; or (b) by a corporation, contributions to which are deductible under 170(b)(1)(A)(i) of the Code, or the corresponding section of any future United States revenue law.

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.

  
Signature/Registered Agent/Bishop Gregory J. Toussaint

10/13/22  
Date

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.

  
Signature/Incorporator/Bishop Gregory J. Toussaint

10/13/22  
Date

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ARTICLES OF INCORPORATION  
OF

SHEKINAH FUND, INC.

In compliance with Chapter 617, F.S., (Not for Profit)

-D

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10/19/22