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TALLAHASSEE, FLORIDA

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

SUBJECT: SOHAICO, INC
(Proposed Corporate Name)

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

\$78.75 - Filing Fee and Certified Copy From:
Marie Lourdes Rosembert
3842 Victoria Rd
West Palm Beach, FL 33411

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TALLAHASSEE, FL 32314

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ARTICLES OF INCORPORATION

OF

SOHAICO, INC.

A Non Profit Corporation

The undersigned, being over the age of eighteen (18) years and competent to contract, for the purpose of organizing a Corporation not-for-profit pursuant to the laws of the **State of Florida**, does hereby adopt the following Articles of Incorporation and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of this Corporation shall be SOHAICO, Inc.

ARTICLE II

PRINCIPAL OFFICE

The physical and mailing address of the principal office of the Corporation shall be 120 S Olive Ave. Suite 309 West Palm Beach, FL 33401.

ARTICLE III

PURPOSE AND POWERS

The primary purpose for which this Corporation is to see the people in the community who are struggling and have limited resources, have some reasonable access to affordable clothing.

- a. To provide at the lowest possible cost, quality clothing and other personal items.
- b. To provide a safe and caring environment where our community can shop, drop off donations, and most importantly support their local community

(1) The purpose for which the Corporation is organized and operated is exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Such purposes shall include the following:

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(a) Our mission is to see the people in the community, who are struggling and have limited resources, have some reasonable access to affordable clothing.

a. To provide at the lowest possible cost, quality clothing and other personal items.

b. To provide a safe and caring environment where our community can shop, drop off donations, and most importantly support their local community

(2) As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:

(a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.

(b) To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credits.

(c) To acquire, own, lease, mortgage, and dispose of property both real and personal.

(d) To accept property and donations in trust for religious or charitable purposes.

(3) The property of the Corporation is irrevocable dedicated to religious, educational, and charitable purposes, and no part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes.

(a) No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(b) The Corporation shall not:

(1) operate for the purpose of carrying on a trade or business for profit;

(2) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or

(3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.

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ARTICLE IV

MANNER OF ELECTION

Directors shall be elected as set forth in the Corporation's Bylaws.

ARTICLE V

INITIAL BOARD OF DIRECTORS

This Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The name and street addresses of the initial directors of this Corporation are:

Marie Lourdes Rosembert President /3842 Victoria Rd West Palm Beach, FL 33411

Marie Claude Rene Director /3842 Victoria Rd West Palm Beach, FL 33411

Sherly Laguerre Director /5550 Washington St. Apt 204 Hollywood, FL 33021

Nadiegda St Ange Director /19080 NW 57th Ave Apt 208 Hialeah, FL 33015

Jean Daryl St Ange Director /1980 NW 57th Ave Apt 208 Hialeah, FL 33015

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The name and address of the registered agent shall be as follows:

Marie Lourdes Rosembert

3842 Victoria Rd.

West Palm Beach, FL 33411

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ARTICLE VII
INCORPORATOR

The name and street address of the Incorporator is:

Marie Lourdes Rosembert
3842 Victoria Rd.
West Palm Beach, FL 33411

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX

INDEMNIFICATION

This Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities nor permitted to be carried on:

(1) by a corporation/organization exempt from Federal income tax under Section 501C3 of the I.R.S. Code (or corresponding section of the any future Federal tax code) or

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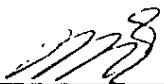
(2) by a corporation/organization, contributions to which are deductible under Section 170(c)(2) of the I.R.S. Code (or corresponding section of any future Federal tax code.)

(b) Upon dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto.



Signature Incorporator

11-22-2022

Date

Marie Lourdes Rosembert

Print Name

President

Title

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Having been named as registered agent to accept services 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 I agree to act this capacity.



Signature/Registered Agent

Marie Lourdes Rosembert

(Print Name)

11-22-2022

Date

Appendix A:

Conflict of Interest Policy

Article I Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (**SOHAICO, Inc**) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which **SOHAICO, Inc** has a transaction or arrangement.
- b. A compensation arrangement with **SOHAICO, Inc** or with any entity or individual with which **SOHAICO, Inc** a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which **SOHAICO, Inc** is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

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Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with **SOHAICO, Inc** interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether **CORPORATE NAME, Inc** can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in **SOHAICO, Inc's** best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to

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b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from **SOHAICO, Inc** for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from **SOHAICO, Inc** for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation directly or indirectly, from **SOHAICO, Inc** either individually or collectively, is prohibited from providing information to any committee regarding compensation.

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Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands **SOHAICO, Inc** is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure **SOHAICO, Inc** operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to **SOHAICO, Inc** written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

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When conducting the periodic reviews as provided for in Article VII, **SOHAICO, Inc** may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Adoption of Bylaws and Conflict of Interest

Adopted by the Board of Directors by resolution and vote of all directors on the date below

Signature	Date
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Signature	Date
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Signature	Date
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