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2023 NOV 20 PM 1:58  
TALLAHASSEE

## COVER LETTER

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

SUBJECT: **SEE ME FOUNDATION INC.**

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CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00    ☐ \$43.75  
Filing Fee    Filing Fee  
                    & Certificate of Status

\$43.75	\$52.50
Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: **ALEXANDRA SIERRA-DE VARONA**

Name (Printed or typed)

**4800 N FEDERAL HWY STE D104**

Address

**BOCA RATON, FL 33431**

City, State & Zip

**561-600-9070**

Daytime Telephone number

**ASD@DEVARONALAW.COM**

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

**NOTE: Please provide the original and one copy of the document.**

# RESTATED ARTICLES OF INCORPORATION

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

## ARTICLE I

### NAME

The name of the Corporation is See Me Foundation, Inc., a Florida Not-for-profit corporation.

## ARTICLE II

### PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office, principal address, and mailing address of the Corporation is 6773 Reef Street, Lake Worth, FL 33467.

## ARTICLE III

### PURPOSE

The Corporation is organized to operate exclusively for charitable purposes, under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, primarily to provide a home to the homeless where they can learn necessary skills that will allow them to obtain gainful employment and a permanent address.

## ARTICLE IV

### BOARD OF DIRECTORS

The number of members of the Board of Directors and the manner of their election shall be set forth in the Bylaws of the Corporation. All other matters concerning the Board of Directors shall be governed by the Bylaws of the Corporation.

## ARTICLE V

### REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of the Corporation is Charles Etienne, 6773 Red Reef Street, Lake Worth, FL 33467.

## ARTICLE VI

### INCORPORATOR

The name and address of the incorporator is Charles Etienne, 6773 Red Reef Street, Lake Worth, FL 33467.

## ARTICLE VII

### OFFICERS AND DIRECTORS

The initial officers and directors of the Corporation are:

Director/President:

Charles Etienne

6773 Red Reef Street

Lake Worth, FL 33467

Vice President/Director:

Marie Etienne

6773 Red Reef Street

Lake Worth, FL 33467

Director:

Gaston Joseph

323 NE 6th Ave; Suite B

Delray Beach, FL 33483

## ARTICLE VIII

### EFFECTIVE DATE

The effective Date for this Corporation shall be February 26, 2023.

## ARTICLE IX

### POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and shall have such other powers as are granted to not-for-profit corporations under Florida Statutes and case law.

## ARTICLE X

### LIMITATIONS

2023 NOV 20 PM 1:58  
FILED  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
IN FLORIDA

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, or other private persons, except 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 in.

B. 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 (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its regulations, as they now exist or as they may hereafter be amended, or (b) an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

## **ARTICLE XI TERM OF EXISTENCE**

The period of existence of the Corporation shall be perpetual.

## **ARTICLE XII DISTRIBUTIONS OF SURPLUS ON LIQUIDATION/DISSOLUTION**

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or amongst any members or directors of the Corporation, but after making provision for the payment of all of the just debts and liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any later federal tax laws, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be distributed by order of a court of competent jurisdiction of the county in which the principal office of the corporation is then located, to such organization or organizations, as such court shall determine, that are organized and operated exclusively for exempt purposes.

## **ARTICLE XIII AMENDMENTS**

The Board of Directors may amend, alter, or repeal these Articles of Incorporation or any provisions thereof, and may adopt new Articles of Incorporation or provisions not inconsistent with any provisions of law, at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the Directors, provided that any notice or waiver of notice of such meeting shall fairly summarize or set forth the proposed action with regard to the Articles of Incorporation. Alternatively, the Board of Directors may amend, alter, or repeal these Articles of Incorporation or any provisions thereof, and may adopt new Articles of Incorporation or provisions not inconsistent with any provisions of law by the unanimous written consent signed by all of the members of the Board of Directors and filed in the minutes of the proceedings of the Board of Directors.

## **ARTICLE XIV ARTICLE CONSOLIDATION**

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

**ARTICLE XV  
REQUIRED ADOPTION INFORMATION**

The foregoing Amended and Restated Articles of Incorporation were adopted by the Officers and Directors of the Corporation on November 8, 2023, and the number of votes cast for the amendment and restatement was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, being all of the Officers of the Corporation, have executed these Amended and Restated Articles of Incorporation as of November 8, 2023.

*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.*

*I submit this document and affirm that the facts stated herein are true. I am aware that the 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.*



CHARLES ETIENNE, AS PRESIDENT

11/08/2023  
Date

## COVER LETTER

Department of State  
Amendment Section  
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P. O. Box 6327  
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COPY

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\$43.75	\$52.50
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Copy	& Certificate
ADDITIONAL COPY	of Status
REQUIRED	

FROM: ALEXANDRA SIERRA-DE VARONA

Name (Printed or typed)

4800 N FEDERAL HWY STE D104

Address

BOCA RATON, FL 33431

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Director/President:	Vice President/Director:	Director:
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6773 Red Reef Street	6773 Red Reef Street	323 NE 6th Ave; Suite B
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## ARTICLE X LIMITATIONS

FILED  
2023 FEB 20 PM 1:58  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF PALM BEACH, FLORIDA



A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, or other private persons, except 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 in.

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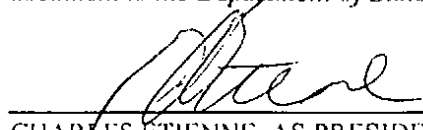
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CHARLES ETIENNE, AS PRESIDENT

11/08/2023  
Date