

N23000004292

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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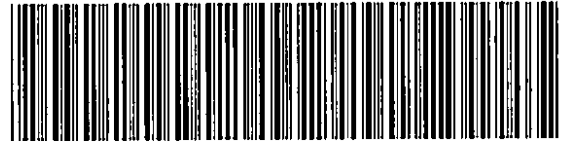
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FL

W23000046009

A handwritten signature or initials in the bottom right corner.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 5, 2023

MARK GILBERT
KOREAN ADOPTees TOGETHER, INC.
1 INDEPENDENT DRIVE, SUITE 3130
JACKSONVILLE, FL 32202 US

SUBJECT: KOREAN ADOPTees TOGETHER, INC.
Ref. Number: W23000046009

RECEIVED
2023 APR 13 PM 2:12
CORPORATIONS
COMMERCIAL
SERVICES

We have received your document for KOREAN ADOPTees TOGETHER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The registered agent must sign accepting the designation.

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.

Dil Sultana
Regulatory Specialist II

Letter Number: 023A00007

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DIVISION OF STATE
TALLAHASSEE, FL

COVER LETTER

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

SUBJECT: KOREAN ADOPTEES TOGETHER, 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: Mark Gilbert
Name (Printed or typed)
1 Independent Drive, Suite 3130
Address
Jacksonville, Florida 32202
City, State & Zip
229-671-8227
Daytime Telephone number
mark.gilbert@colemantalley.com
E-mail address: (to be used for future annual report notification)

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DEPARTMENT OF STATE
TALLAHASSEE, FL

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

ARTICLES OF INCORPORATION
OF
KOREAN ADOPTEES TOGETHER, INC.
A NONPROFIT CORPORATION

ARTICLE I
NAME

The name of the corporation is **KOREAN ADOPTEES TOGETHER, INC.**, a Florida nonprofit corporation (the "Corporation").

ARTICLE II
REGISTERED OFFICE AND AGENT

The street address and county of the initial registered office of the Corporation is 1 Independent Drive, Suite 3130, Jacksonville, Duval County, Florida 32202, and the name of its initial registered agent at that office is MARK A. GILBERT.

ARTICLE III
INCORPORATOR

The name of the incorporator is MARK A. GILBERT, and the address of the incorporator is 1 Independent Drive, Suite 3130, Jacksonville, Florida 32202.

ARTICLE IV
MEMBERS

The Corporation will not have members.

ARTICLE V
PRINCIPAL OFFICE

The mailing address and principal office of the Corporation is 1093 A1A Boulevard, Unit #532, St. Augustine, Florida 32080.

ARTICLE VI
AUTHORITY

The Corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act.

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TALLAHASSEE, FL

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ARTICLE VII
CORPORATE PURPOSE

The purpose for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

- (1) The Corporation is organized to acquire and administer funds and property which, after the payment of necessary expenses, shall be devoted exclusively to purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Code (the "Internal Revenue Code"), which purposes is organized 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.
- (2) The Corporation is not organized and shall not be operated for a pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of or be distributable to any individual. The Corporation shall never be authorized to engage in a regular business of any kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes hereinafter stated for which the Corporation is organized.
- (3) The Corporation may engage in legislative activity germane to the common business interests of the Corporation, but no substantial part of the activities of the Corporation shall consist of attempting to influence legislation, by propaganda or otherwise. The Corporation shall not participate 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.
- (4) The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in this Article VII.
- (5) In any and all of its activities, the Corporation shall not pursue a policy that discriminates in any way on the basis of race, religion, color, sex, or national origin.
- (6) All references in these Articles of Incorporation to Sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.
- (7) No part of the net earnings of the Corporation shall inure to the benefit of any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it, and to make payments and distributions in furtherance of the purposes set forth in this Article VII.

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ARTICLE VIII
LIMITATION ON PERSONAL LIABILITY

Personal liability of all directors or officers of the Corporation to the Corporation for monetary damages for breach of duty of care or other duty as a director or officer is hereby eliminated to the extent allowed by Florida law. Fla. Stat. § 617.0604.

ARTICLE IX
DISTRIBUTION OF CORPORATE ASSETS UPON DISSOLUTION

In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization, or to one or more organizations, operating for the same purposes for which the Corporation is organized and operating, which shall be selected by the Board of Directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the provisions of Section 501(a) of the Internal Revenue Code, as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent law. In the event that upon the dissolution of the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

ARTICLE X
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number and method of electing the Board of Directors shall be set forth in the bylaws of the Corporation. Fla. Stat. § 617.0206.

ARTICLE XI
PUBLIC CHARITY PROVISIONS

Notwithstanding any provision of these Articles of Incorporation or Florida law to the contrary, if at any time the Corporation is a "public charity" within the meaning of Internal Revenue Code Section 509, it is prohibited from engaging in any act of self-dealing (as defined in Internal Revenue Code Section 4941(d)), from retaining any excess business holdings (as defined in Internal Revenue Code Section 4943(c)) which would subject the Corporation to tax under Internal Revenue Code Section 4943, from making or retaining any investments which would subject the Corporation to tax under Internal Revenue Code Section 4944, and from making any taxable expenditures (as defined in Internal Revenue Code Section 4945(d)). The Corporation shall make distributions of income and principal at such time and in such manner as not to subject the Corporation to tax under Internal Revenue Code Section 4942.

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APR 13 PM 3:32
TILAHASSEE FLA

IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation of KOREAN ADOPTees TOGETHER, INC., on this 13th day of March, 2023. I submit this document and affirm that the facts stated herein are true.



MARK A. GILBERT, Sole Incorporator

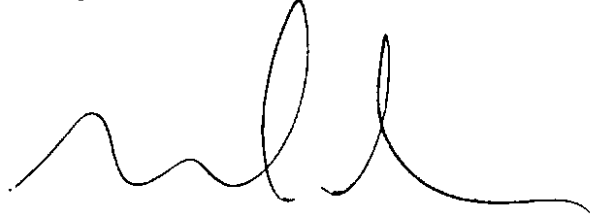
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**SECRETARY OF STATE
TALLAHASSEE, FL**

**ACCEPTANCE OF REGISTERED AGENT
FOR
KOREAN ADOPTEES TOGETHER, INC.**

I, the undersigned, as the Registered Agent, am hereby familiar with and accept the duties and responsibilities as registered agent for KOREAN ADOPTEES TOGETHER, INC.



MARK A. GILBERT, Registered Agent

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**CLERK OF STATE
TALLAHASSEE, FL**