

N23000005384

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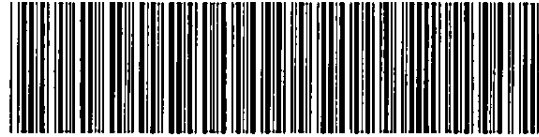
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 15, 2023

CAPITAL CONNECTION, INC.

SUBJECT: CECELIN GAYLE FOUNDATION, INC..
Ref. Number: W23000054411

We have received your document for CECELIN GAYLE FOUNDATION, INC..
However, the document has not been filed and is being returned for the following:

The document must have original signatures.

If you have any further questions concerning your document, please call (850)
245-6000.

Summer Chatham
Regulatory Specialist III
Director's Office

Letter Number: 423A00008481

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TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

CECELIN GAYLE FOUNDATION, INC

Please Debit 120000000257 For: 78.75

Thank you Seth Neeley



- ☐ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

Signature

Requested by: SETH 04/28

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

ARTICLES OF INCORPORATION
OF
CECELIN GAYLE FOUNDATION INC.

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T. F.

The undersigned, as incorporator (the "Incorporator") for purposes of forming a not-for-profit corporation under the Florida Not For Profit Corporation Act (the "FNFPCA"), hereby adopts the following articles of incorporation (the "Articles of Incorporation"):

ARTICLE I
NAME

The name of the corporation is Cecelin Gayle Foundation Inc. (the "Corporation").

ARTICLE II
INITIAL PRINCIPAL OFFICE

The initial street address and mailing address of the principal office of the Corporation is:

6800 West Commercial Boulevard, Suite 2
Lauderhill, Florida 33319

ARTICLE III
PURPOSE

The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended, or the corresponding section of any future federal tax code (the "Code"). Without limiting the generality of the foregoing, the Corporation is empowered to exercise all rights and powers conferred by the FNFPCA to providing provide donations, relief and social services to the indigent, the distressed, the ill, and/or the underprivileged.

ARTICLE IV
POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation (the "Byalws") and in accordance with the FNFPCA with the following limitations within the meaning of Section 501(c)(3) of the Code:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its directors, officers or other private interests, 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 ARTICLE III.

2. No substantial part of the activities of the Corporation shall be 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 distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. It is intended that transfers to the Corporation shall qualify for deductions under Sections 170, 2055 and 2522 of the Code and that the Corporation shall be exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code which is other than a private foundation by reason of being described in Section 509(a) of the Code. These Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

4. In the event that the Corporation is determined to be a private foundation within the meaning of Section 509 of the Code, then during such period: (i) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, (ii) the Corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (iii) the Corporation shall not retain any holdings in a business enterprise for a period of time or in such a manner as to subject it to tax under Section 4943(c) of the Code, (iv) the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code and (v) the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

In furtherance of the foregoing purposes, the Corporation is empowered to exercise all rights and powers conferred on a not-for-profit corporation under the FNFPCA which are not in conflict with these Articles of Incorporation.

ARTICLE V DIRECTORS AND OFFICERS

The business and affairs of the Corporation shall be managed and regulated by its board of directors (the "Board of Directors"). The initial directors of the Corporation (each a "Director") shall be appointed by the Incorporator, and thereafter, the number, terms, and manner of appointment and removal of all Directors shall be as provided in the Bylaws of the Corporation; provided, however, in no event, shall the number of Directors be fewer than three (3).

The officers of the Corporation (each an "Officer") shall occupy those positions designated in the Bylaws of the Corporation and such Officers shall be appointed and/or removed and shall govern in accordance with the terms and provisions of the Bylaws of the Corporation.

ARTICLE VI BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors.

ARTICLE VII NO CAPITAL STOCK; NO MEMBERS

The Corporation is a non-stock not for profit corporation and shall have no authority to issue any capital stock. Furthermore, the Corporation shall have no members.

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ARTICLE VIII
DURATION OF CORPORATE EXISTENCE

The corporate existence of the Corporation shall commence on the filing of these Articles of Incorporation with the Department of State of the State of Florida, and the duration of the Corporation shall be perpetual thereafter.

ARTICLE IX
DISSOLUTION

Upon the dissolution of the Corporation, the directors and officers shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation to one or more organizations organized and operated exclusively for charitable, scientific and educational purposes as shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the directors and officers may determine, provided that any such organization is and shall have been for sixty (60) calendar months prior to any such distribution, described in Section 170(b)(1)(A) of the Code (other than clauses (vii) and (viii) of such Section). Any such asset not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X
REGISTERED AGENT

The registered agent and street address of the initial registered office of the Corporation is:

Adam Cohen
c/o Becker
1 East Broward Boulevard
Suite 1800
Fort Lauderdale, Florida 33301

ARTICLE XI
INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Antionette Candy Henry
6800 West Commercial Boulevard, Suite 2
Lauderhill, Florida 33319

[Remainder of Page Intentionally Left Blank: Signature of Incorporator Follows Next Page]

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 25
day of April, 2023.



Antionette Candy Henry, Incorporator

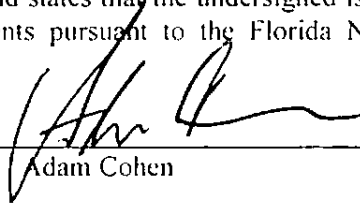
[Remainder of Page Intentionally Left Blank; Signature of Registered Agent Follows Next Page]

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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of Cecelin Gayle Foundation Inc. contained in the foregoing Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations imposed upon registered agents pursuant to the Florida Not For Profit Corporation Act.

Date: April 25, 2023


Adam Cohen

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