

To:

Page: 1 of 4

2023-05-31 00:15:33 GMT

18886118813

From: Vcorp Services, LLC

Division of Corporations

Page 1 of 2

N2300006541

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H23000196971 3)))



H230001969713ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6331

From:

Account Name : Vcorp Services, LLC
Account Number : 120580000067
Phone : (845) 425-0077
Fax Number : (845) 818-3588

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: ldofreese@vcorpsservices.com

RECEIVED

2023 MAY 31 AM 8:06

CORPORATIONS
COMMERCIAL
SERVICES

FLORIDA PROFIT/NON PROFIT CORPORATION

Blue Shell Foundation, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

STATE OF FLORIDA
TALLAHASSEE, FL

2023 MAY 31 PM 1:22

FILED

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:

Blue Shell Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

1500 NW 107 Avenue
Miami, FL 33172

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To provide multiple workshops on an annual basis, at minimum focused on different aspects of financial literacy. Provide grants to not-for-profit (501(c)(3) grants to organizations in our low-income designated neighborhoods.

The corporation is organized exclusively for charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, 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 corresponding section of any future federal tax code. The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent federal tax code.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

As provided for in the bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Jose Bernal - President - Director - 1500 NW 107 Avenue, Miami, FL 33172
Annie Wilkinson - Vice President - Director - 1500 NW 107 Avenue, Miami, FL 33172
Frank Ross - Treasurer - Director - 1500 NW 107 Avenue, Miami, FL 33172

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Jennifer Gerson
1500 NW 107 Avenue
Miami, FL 33172

2023 MAY 31 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

ARTICLE VII LIMITATIONS

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in §501(c)(3) of the Internal Revenue Code of 1986 (the "IRC"), and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC §501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

Notwithstanding the foregoing, no member or contributor to this Corporation shall be individually or personally liable for the debts or liabilities incurred by the Corporation unless it is purposely assumed in writing. Furthermore, there is no presumption or interference that any member of this Corporation has consented or agreed to incur any obligations of this Corporation from the mere fact of becoming or remaining a member or by signing its bylaws.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC §501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Florida.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporation assets on dissolution of the corporation.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC §501(h)), and the corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

In any taxable year in which the corporation is a private foundation as described in IRC §509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC §4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC §4941(d), retain any excess business holdings as defined in IRC §4943(c), (b) make any investments in such manner as to subject the corporation to tax under IRC §4944, or (c) make any taxable expenditures as defined in IRC §4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is:

Larissa DeFreese
25 Robert Pitt Drive Suite 204
Monsey, NY 10952


FILED
2023 MAY 31 PM 1:22
CLERK OF STATE
TALLAHASSEE, FL

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 of Registered Agent

Date

April 28, 2023




Signature of Registered Agent

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 of Incorporator

Date

April 28, 2023



Signature of Incorporator

FILED
2023 MAY 31 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FL