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From: Yanet Avila

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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
 THE ENCOLLECTIVE INC.**

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## Articles of Incorporation of The Encollective Inc., a Florida Not-for-Profit Corporation

The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not-for-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

### Article I.

The name of the corporation is The Encollective Inc. The address of the principal office and the mailing address of the corporation is: 135 San Lorenzo Ave, Suite 810, Coral Gables, FL 33146.

### Article II.

The corporation shall have perpetual duration.

### Article III.

The corporation is a not-for-profit corporation. The purposes for which the corporation is organized are:

- (a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity and for other charitable purposes, by the distribution of its funds for those purposes, and particularly for the advancement of humankind through acts of charity and contributions of monies and time of its members to those less fortunate, thereby enhancing their quality of life. It is anticipated that the corporation will afford food, clothing, healthcare, and other life sustaining or enhancing services to the needy.
- (b) The corporation is organized exclusively for charitable, religious, educational, and scientific purposes under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.
- (c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene in any way in any political campaign on behalf of any candidate for public office.

### Article IV.

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

### Article V.

The address of the initial registered office of the corporation is 135 San Lorenzo Ave, Suite 810, Coral Gables, FL 33146. The name of its initial registered agent at that address is Joseph Snyder, located at 135 San Lorenzo Ave, Suite 810, Coral Gables, FL 33146.

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#### Article VI.

Solely for the purposes identified in these Articles, including but not limited to those set forth in Article III above, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-for-Profit Corporation Act, and any successor or amendment to the Florida Not-for-Profit Corporation Act.

D. To do any other things as are incidental to the powers of the corporation, or necessary or desirable in order to accomplish the purposes of the corporation.

Notwithstanding anything in these Articles to the contrary, the corporation shall not possess nor exercise any powers nor take any actions that are inconsistent with or otherwise cause the corporation to fail to qualify for or otherwise comply with the requirements of Chapter 617, Florida Statutes, 26 U.S.C.A. § 501(c)(3) or corresponding provisions of any subsequent federal tax laws, or any other applicable law. Further, notwithstanding anything in these Articles to the contrary, the corporation shall not conduct, nor carry on any activities not permitted to be conducted or carried on by (i) an organization exempt from taxation under 26 U.S.C.A. § 501(c)(3) or corresponding provisions of any subsequent federal tax laws, or (ii) an organization subject to Chapter 617, Florida Statutes.

#### Article VII

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than three, provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on February 23, 2023, at 5:00 PM EST, at 135 San Lorenzo Ave, Suite 810, Coral Gables, FL 33146, at which time an election of directors shall be held. The manner of such election shall be as provided for in the bylaws.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of 1 year until the next annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 5:00 PM EST, on the 23<sup>rd</sup> day of February of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to

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the action. Written consent or consents shall be filed with the minutes of the proceedings of the board. Any action taken by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaw of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

- 1) Joseph Snyder, 135 San Lorenzo Ave. Suite 810, Coral Gables, FL 33146
- 2) Max Schmidt, 135 San Lorenzo Ave. Suite 810, Coral Gables, FL 33146
- 3) Gabriela Materon, 135 San Lorenzo Ave. Suite 810, Coral Gables, FL 33146

#### Article VIII.

The name and address of each incorporator are: Joseph Snyder, 135 San Lorenzo Ave. Suite 810, Coral Gables, FL 33146.

#### Article IX.

The board of directors shall elect the following officers: President, Vice-President, Secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

- 1) Joseph Snyder, President, 135 San Lorenzo Ave. Suite 810, Coral Gables, FL 33146
- 2) Max Schmidt, Secretary, 135 San Lorenzo Ave. Suite 810, Coral Gables, FL 33146
- 3) Gabriela Materon, Vice-President, 135 San Lorenzo Ave. Suite 810, Coral Gables, FL 33146

#### Article X.

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not-for-Profit Corporation Act described above, concerning corporate action that must be authorized and approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

#### Article XI.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation, and no part of the

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income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

However, 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 (Purposes) of these Articles.

Notwithstanding anything to the contrary in these Articles, the corporation may make distributions or pay compensation only to the extent that any such action is not inconsistent with or otherwise causes the corporation to fail to qualify for or otherwise comply with the requirements of Chapter 617, Florida Statutes, 26 U.S.C.A. § 501(c)(3) or corresponding provisions of any subsequent federal tax laws, or any other applicable law.

#### Article XII.

Upon the dissolution of this organization, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets for one or more exempt purposes within the meaning of IRC Section 501(c)(3), 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 XIII.

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3), and which is other than a private foundation as defined in 26 U.S.C.A. § 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles 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 similar law subsequently enacted.

#### Article XIV.

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

#### Article XV.

The date when corporate existence shall commence is February 23, 2023.

#### Article XVI.

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of

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at least two-thirds votes of a quorum of members of the corporation.

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I/We, the undersigned, being the incorporator(s) of this corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, have executed these articles of incorporation on this 23<sup>rd</sup> day of February, 2023.

Incorporator:

(SEAL)

By: 

Joseph Snyder, Incorporator

STATE OF FLORIDA )

) SS:

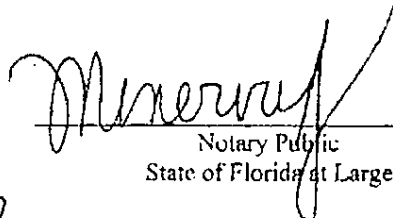
COUNTY OF MIAMI-DADE )

BEFORE ME, a Notary Public, personally appeared Joseph Snyder, to me personally known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 23 day of February, 2023.



My Commission Expires: 3/18/2027

  
Notary Public  
State of Florida at Large

CLAY COUNTY, FL

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**CERTIFICATE DESIGNATING OFFICE FOR THE  
SERVICES OF PROCESS WITHIN THIS STATE, AND  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

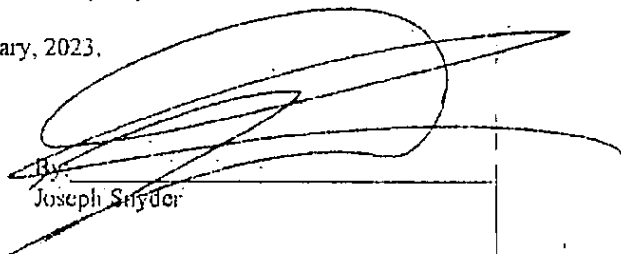
Pursuant to Section 617.023, Florida Statutes, the following is submitted, in compliance with said Act:

That The Encollective Inc., desiring to organize under the laws of the State of Florida, with its principal office, at 135 SAN LORENZO AVE. SUITE 810, CORAL GABLES, FLORIDA 33146, has named Joseph Snyder, located at 135 SAN LORENZO AVE. SUITE 810, CORAL GABLES, FLORIDA 33146, as its registered agent to accept service of process within the State.

**ACKNOWLEDGEMENT:**

Having been named the registered agent for the above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity.

Dated this 21 day of February, 2023.

By:   
Joseph Snyder

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