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To:
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From:
Account Name : THE LAW OFFICES OF NICK SPRADLIN PLLC
Account Number : I20070000020
Phone : (813)435-3176
Fax Number : (813)333-6358

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Email Address: Spradlinlaw@gmail.com

**FLORIDA PROFIT/NON PROFIT CORPORATION
REFLECT RED, INC.**

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ARTICLES OF INCORPORATION OF
REFLECT RED, INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the Laws of the State of Florida.

ARTICLE I

NONPROFIT CORPORATION NAME AND ADDRESS

The name of the Corporation will be: REFLECT RED, INC. and the address of the Corporation
1007 N Federal Highway 178 Fort Lauderdale, Florida 33304

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation will exist perpetually unless dissolved according to the corporate laws of Florida or according to the law. Upon dissolution of the Corporation, assets will be properly and legally distributed to a nonprofit corporation, foundation or fund that is organized exclusively for either social welfare or charitable purposes, having received its tax exempt status under either Section 501 (c)(3) or 501 (c)(4) of the Internal Revenue Code, or the conforming - corresponding section(s) of any future federal tax code(s), or may be properly and legally distributed to a state or local government, for a public purpose, or any other purposes allowed by law. Upon dissolution of the Corporation, contributions to the Corporation, exclusive of earnings, may be distributed on a pro rata basis based upon original contribution amounts to the original contributor as guided by Certified Public Account and Attorney

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ARTICLE III

PRINCIPAL PURPOSE OF THE NONPROFIT.

The Corporation will be organized and registered as a not-for-profit corporation under chapter 617 of the Florida Statutes. The principal purpose of the Corporation is to engage in exempt activities as described in Section 527 of the Internal Revenue Code of the United States, which said activities are exempt from taxation under such Section. No part of the Corporation's earnings shall inure to the benefit of, or be distributed to its members, directors, trustees, officers, or other private persons, except where the Corporation is legally permitted and approved to pay reasonable compensation for services rendered and to make distributions and payments in the continuance of its principal purpose.

ARTICLE IV

FINANCIAL DATA

Except as required by law or by any agreement between the members or directors (if any), or as required by law, the Corporation will not be obligated to arrange and deliver a profit and loss statement or balance sheet to its members, nor will the Corporation be obligated to file a profit and loss statement or balance sheet in its registered office. This section will be deemed to have been approved by the members each year hereafter unless a conflicting resolution has been approved by the members.

ARTICLE V

NO STOCK MEMBERS

The Corporation shall not issue shares of stock, but shall consist of non-stock members who may or may not be admitted as set forth in the bylaws of the Corporation.

ARTICLE VI

INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:

Anders Kovach

1007 N Federal Highway 178

Fort Lauderdale Florida 33304

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ARTICLE VII
REGISTERED AGENT AND REGISTERED AGENT'S
REGISTERED OFFICE ADDRESS

The name of the initial registered agent of the Corporation at the above address shall be The Law Offices of Nick Spradlin, PLLC. The address of the initial registered office of the Corporation in the State of Florida shall be, 4300 Biscayne Blvd Suite 203 Miami Florida 33137. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent

ARTICLE VIII
CORPORATION OFFICERS

The corporation will have a Chairman, a President, a Secretary and a Treasurer and may have additional and assistant officers, including without limitation thereto, two or more Vice-Presidents, Vice-Chairmen, Assistant Secretaries, etc. The same person may hold any two or more offices.

ARTICLE IX
CORPORATE DIRECTORS

Business matters of the Corporation will be governed by a Board of Directors consisting of at least three persons, the exact number to be settled on from time to time in accordance with the bylaws. The directors will be elected as required in the bylaws.

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ARTICLE X
DIRECTOR AND OFFICER CONFLICTS OF INTEREST

Any and all potential director and officer conflict of interests will be handled according to the corporation's conflict of interest policy.

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon members hereunder are granted subject to this reservation.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation will hold harmless and indemnify its current directors and officers to the fullest extent permitted under the laws of this state. Such indemnification shall not be deemed to be exclusive of any other rights to which the indemnified person is entitled, consistent with law, under any provision of the Articles of incorporation or bylaws of the company any general or specific action of the directors and officers, the terms of any contract, or as may be permitted or required by common law. The Company may purchase and maintain insurance or provide another arrangement on behalf of any person who is a director and officer against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as a director and officer, whether or not The Company would have the power to indemnify him or her against that liability under the laws of the state of FLORIDA. To the extent that Indemnities have been successful or unsuccessful on the merits in defense of any action, suit or proceeding or in defense of any issue or matter therein, including, without limitation, dismissal without prejudice, Indemnities shall be indemnified against any and all expenses (including attorney fees), judgments, fines taxes, penalties and amounts paid in settlement with respect to such action, suit or proceeding. The Company shall not settle any action or claim in any manner which would impose any penalty or limitation on Indemnities without Indemnities' prior written consent. Indemnities shall not unreasonably withhold consent to any proposed settlement. Indemnity shall notify in writing of any matter with respect to which Indemnities intended to seek indemnification hereunder as soon as reasonably practicable following the receipt by Indemnities of written threat thereof; provided, however, that failure to so notify the Company shall not constitute a waiver by Indemnities of their rights hereunder. The Company shall advance to Indemnities amounts to cover expenses (including attorney fees) incurred by indemnities in defending any such action, suit or proceeding in advance of the final disposition thereof upon receipt of reasonably satisfactory evidence as to the amount of such expenses. Indemnities' written certification together with a copy of any expense statement paid or to be paid by Indemnities shall constitute satisfactory evidence as to the amount of expenses. This Agreement shall terminate when Indemnities' services to the Company as director and officer end.

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STATE OF FLORIDA

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation under the laws of Florida are true.

Andras Kovach
Signature

06 / 29 / 2023
Date

Andras Kovach Incorporator
Print Name Andras Kovach

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION.
THE LAW OFFICES OF NICK SPRADLIN, PLLC., having a business office identical with the registered office of the Corporation name above, and having been designated as the registered Agent in the above and forgoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

By: JS 6/30/23
Nicholas J. Spradlin Esq.

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