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### FLORIDA PROFIT/NON PROFIT CORPORATION

Ludovic James Foundation, Inc.

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Page Count	05
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**ARTICLES OF INCORPORATION  
OF  
LUDOVIC JAMES FOUNDATION, INC.**

In compliance with the requirements specified and pursuant to the provisions of Florida Statutes Chapter 617, the undersigned hereby acts as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a Florida not-for-profit corporation.

**ARTICLE I**

**Name**

The name of the corporation is:

LUDOVIC JAMES FOUNDATION, INC.

**ARTICLE II**

**Principal Office**

The street address of the principal office is:

7050 W Palmetto Park Road, Suite #460  
Boca Raton, FL 33433

The mailing address of the principal office is:

7050 W Palmetto Park Road, Suite #460  
Boca Raton, FL 33433

**ARTICLE III**

**Purposes**

3.1 The specific purpose for which this corporation is organized is to empower underserved children by providing them with educational opportunities to achieve their academic and career aspirations. The corporation is solely established for charitable, scientific, and educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and the regulations issued pursuant thereto or the corresponding provision of any future United States Internal Revenue law.

3.2 Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by (i) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

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#### ARTICLE IV Restrictions

4.1 This Corporation is a not-for-profit corporation organized pursuant to the Florida Not for Profit Corporation Act, and is created, organized, and shall be operated exclusively for charitable and educational purposes.

4.2 This Corporation is one that does not contemplate pecuniary gain or profit to directors or officers thereof and no part of any net earnings of the Corporation shall inure to the benefit of any director, officer, or other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation and to reimburse its officers and directors for all expenses reasonably incurred in performing services rendered to the Corporation.

4.3 The Board of Directors shall at all times endeavor to operate and conduct the affairs of the Corporation so that each contribution to it shall qualify and be allowable to the donor thereof as a charitable deduction for federal income and state tax purposes under the Revenue Laws in effect at the time of such donation.

4.4 No part of the activities of the Corporation shall include or consist of the carrying on of propaganda, or of otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in or do any act in connection with any political campaign on behalf of any candidate for public office.

4.5 All of the property of this Corporation is and shall be irrevocably dedicated to charitable, scientific, and educational purposes. In the event of a dissolution of this Corporation, the assets shall be distributed to an entity or entities in existence at the time of the dissolution of the Corporation and qualifies for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code, which are organized and exist exclusively for charitable, scientific, and educational purposes and that qualify for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code, or to the United States of America, the State of Florida, the County of Palm Beach or other local government. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county of 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 exclusively for such purposes.

4.6 For any period in which the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation shall also be subject to the following limitations:

(i) The Corporation shall distribute its income for each tax 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 Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

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(ii) The Corporation shall not engage in any self-dealing as defined in Section 4941(d) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

#### **ARTICLE V**

##### **Board of Directors**

5.1 All corporate powers shall be exercised by or under the authority of the Board of Directors, and the business of the Corporation shall be managed under the direction of the Board of Directors. The duties and powers of the Board of Directors shall include, but shall not be limited to (i) holding meetings at times and places as may be deemed proper and necessary, (ii) enacting guidelines and qualifications required of all current and future board members and (iii) devising and carrying into execution such other measures as it deems proper and expedient to promote the mission, objectives and purposes of the organization.

5.2 At the time of the adoption of these Articles of Incorporation, this Corporation has Two (2) Directors. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than Two (2) nor more than Nine (9).

5.3 All initial Directors are specified and hereby appointed. The name and address of the persons who shall serve on the initial Board of Directors are:

<b>Names</b>	<b>Addresses</b>
William Riddick, Director	7050 W Palmetto Park Road #460 Boca Raton, Fl 33433
Johnathan Raineau, Director	7050 W Palmetto Park Road #460 Boca Raton, Fl 33433

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## **ARTICLE VI**

### **Officers**

The Officers of the Corporation occupy those positions designated in the Bylaws, and they shall be elected and shall govern in accordance with the provisions of said Bylaws.

## **ARTICLE VII**

### **Indemnification**

7.1 The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action; suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he is or was a director, trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee, or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) judgements, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit proceedings if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Notwithstanding anything herein to the contrary, the Corporation shall not indemnify any person for liability for exercise taxes to imposed under Chapter 42 of the Internal Revenue Code or for liability for mismanagement of assets.

7.2 No Director shall be personally liable to the Corporation or any member for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director (a) shall be liable under Section 617.0831 of the Act or any amendment thereto or successor provision hereto, or (b) shall be liable by reason that, in addition to any and all other requirements for liability, he or she:

- (i) shall have breached his duty of loyalty to the Corporation;
- (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith;
- (iii) shall not have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation; or
- (iv) shall have derived improper personal benefit.

## **ARTICLE VIII**

### **Amendments**

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

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**ARTICLE IX  
Registered Agent**

The name and street address of the Corporation's registered agent is:

Ian M. Berkowitz, Esq.  
2700 North Military Trail, Suite 150  
Boca Raton, Florida 33431

I certify that I am familiar with and accept the responsibilities of a registered agent.

  
Ian M. Berkowitz  
Registered Agent

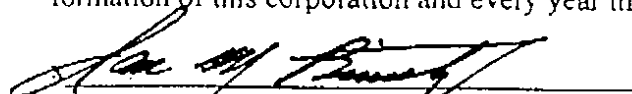
8/14/23  
Date

**ARTICLE X  
Incorporator**

The name[s] and address[es] of the Corporation's incorporator[s] [is/are]:

Ian M. Berkowitz, Esq.  
2700 North Military Trail, Suite 150  
Boca Raton, Florida 33431

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that 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. I understand the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

  
Ian M. Berkowitz, Esq.  
Incorporator

8/14/23  
Date

**ARTICLE XI  
Effective Date**

The effective date for this corporation shall be: 8/14/23

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