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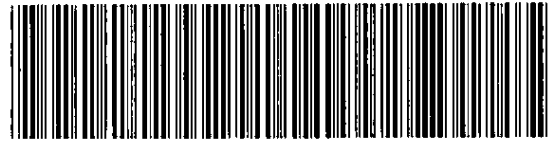
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ALLIANCE

**ARTICLES OF INCORPORATION
OF
KASH FOUNDATION, INC.**

I, the undersigned, being a natural person of full age, for the purpose of forming the **Nom-Profit Organization** under and pursuant to the provisions of the Statutes Chapter §617 of the State of Florida, of the Federal Laws of the United States of America and of International Laws, do hereby adopt the following Articles of Incorporation.

ARTICLE 1 – NAME

The name of the non-profit organization is **KASH FOUNDATION, INC.** ("hereinafter referred to as K.A.S.H. Foundation and/or to as the "Company.") The company is recognized in accordance with the Statutes of the State of Florida, and the laws of the United States of America.

ARTICLE 2 – ADDRESS

The principal address of business of the company is 2400 NW 185th Terrace Suite 304 Miami Gardens, FL 33407. The company may have other place(s) of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

The Board of Directors may change the principal office from one location to another within the named city, county and state by noting the changed address and effective date and such changes of address shall not be deemed, nor require, an amendment of these Articles of Incorporation.

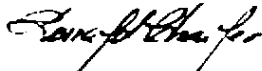
ARTICLE 3 – EFFECTIVE DATE

These Articles of Incorporation are made and effective upon the approval of the Secretary of State of the State of Florida.

ARTICLE 4 – REGISTERED AGENT

The name of the Registered Agent of the company is Ronald Charles having his office at 1001 Brickell Bay Drive Suite 2700 Miami-Brickell, FL 33131 (hereinafter referred to as the "Incorporator.")

FOR THE REGISTERED AGENT,



Ronald Charles

ARTICLE 5 – STATEMENT OF PURPOSES AND POWERS

The purposes of this company are to engage exclusively for one or more of the purposes as specified withing the meaning of Section 26 §501c3 of the Internal Revenue Code of 1969 (hereinafter referred to as the "Code.") and laws amendatory thereto, as enacted or hereinafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 26 §501c3 of the Internal Revenue Code.

This company is exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as Exempt Organizations under Section 26 §501c3 of the Internal Revenue Code, or the corresponding section of any (future) Federal Tax.

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The purpose for which the company is organized is to engage or transact in any and all lawful activities as a non-profit organization. In addition, this Company shall be to establish and maintain a Christ like modeled after the early Biblical, Christian community as recorded in the book of Acts, for the advancement of the Gospel of Jesus Christ by all available means, both in local and foreign communities, and to provide Christian fellowship for those of like faith where Jesus Christ may be honored.

The company may engage in a variety of fund-raising activities, including but not limited to event and associated events such as Gala Dinners, Tournaments, Thanksgiving and/or Christmas Turkey Giveaways, Block Party, Back-2-School Backpack Giveaways, Youth Awareness, Christmas Toy Drives, Medical Awareness Fair, Youth Seminars, Tutoring Programs, Crime Prevention Programs, Feeding the Less Fortunate. The powers of the company shall include and be governed by the following provision(s):

- I. The company shall have all of the common law and statutory powers of a non-profit organization which are not in conflict with the terms of these Articles of Incorporation and the ByLaws.
- II. The company shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:
 - The power to appoint committee(s) as the Advisory Council Members may deem appropriate.
 - The power to employ the required personnel for the operations and management of the company and its property. The power to purchase facilities along with the land(s) which the facilities sit on, chattels and lands approved by the Board of Directors.
 - The power to purchase supplies, materials and equipment for the operation and management of this company.
 - The power to insure and keep insured the company and chattel.
 - The power to establish, manage, control, operate, repair and improve reserve funds and/or capital investments.
 - The power to enforce by any legal means the provisions of these Articles of Incorporation, the By-Laws and/or Rules and Regulations promulgated by the company.

ARTICLE 6 – CAPITAL STOCKS

There shall be NO capital stock issued, and this company is not organized for profit, nor shall any person or member derive any benefit whatsoever, nor shall any pecuniary profit or benefit inure to the members of this company.

ARTICLE 7 – COMPANY ADMINISTRATION/MANAGEMENT

The Management of all the affairs, property and interest of the company shall be vested in the Board of Directors, Officers and Outside Consultants.

- Board of Directors: The Board of Directors is responsible for overseeing the operations of this Company and assuring the company's conformance with the law.
- The Officers: The Officers of the company shall be a President, one or more Vice-President (one of more of whom may be Executive Vice-President.) a Manager, Secretary and a Treasurer/CFO.

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JANUARY 11, 2023

- Administrative Staffs: At the request of Officer, company shall provide Executive with reasonable access to office help, equipment and supplies, and other facilities and services suitable to Executive's position and adequate for the performance of his duties.
- Outside Professional Consultants: The Officers and the Board of Directors may utilize the services of outside consultants (either licensed or Certified and/or both,) in their respective field of profession, to assist in negotiations, recommendations and other services that deemed necessary with respect to the daily affairs of the company.

ARTICLE 8 – BOARD OF DIRECTORS

The Board of Director shall consist of at Three (3) person, who shall be adult, and whose qualifications shall be the same as those for membership in the company.

The name and address of each initial Board of Directors is as follows:

<u>Name</u>	<u>Address:</u>
Widline Ferdinand, Chairperson & CEO	2400 NW 185 th Terrace Suite 304 Miami Gardens, FL 33407
Widlene Ferdinand, VP	2400 NW 185 th Terrace Suite 304 Miami Gardens, FL 33407

ARTICLE 9 – BOARD OF DIRECTOR(S) AUTHORITY

Board members are the fiduciaries who steer the organization by adopting sound, moral and legal governance and financial policies as well as by ensuring the company has adequate resources to advance its mission. Furthermore and for the purpose of these Articles of Incorporation, the Board of Directors of the company shall have the exclusive power and authority to administer and amend this Articles of Incorporation. It shall be the duty of the Director(s) to:

- Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation and/or by the ByLaws;
- Appoint and remove, employ and discharge, and, except as otherwise provided in these Articles of Incorporation and the ByLaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the company;
- Supervise all officers, agents, and employees of the company to assure that their duties are performed properly;
- Meet at such times and places as required by these Articles of Incorporation and the ByLaws;
- Register their addresses with the Secretary of the company, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

ARTICLES 10 – OFFICER(S) AUTHORITY

The exclusive authority to manage the company is vested in the Board of Directors that is to elect and/or appoint the Officers.

Any Person(s) executing, on behalf of the company, is hereby authorized and directed to take any and action Officer(s) deem necessary and appropriate to effectuate the terms of this Articles of Incorporation, which shall operate in substantially the same manner as, and has substantially the same rights, powers, privileges, duties, and responsibilities.

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The name and address of each initial Officer(s) is as follows:

<u>Name</u>	<u>Address:</u>
Widline Ferdinand, Chairperson & CEO	2400 NW 185 th Terrace Suite 304 Miami Gardens, FL 33407
Widlene Ferdinand, VP	2400 NW 185 th Terrace Suite 304 Miami Gardens, FL 33407

ARTICLE 11 – INCORPORATOR

The name of the Incorporator is Ronald Charles having his office at 1001 Brickell Bay Drive Suite 2700 Miami-Brickell, FL 33131 (hereinafter referred to as the "Incorporator.")

FOR THE INCORPORATOR,



Ronald Charles

ARTICLE 12 – INDEMNIFICATION

The company shall indemnify Board of Directors of the company, who was wholly successful in the defense of any proceeding(s) to which the Board of Directors was a party to, or because the Board of Directors is or was a Board of Directors of the company, against reasonable attorney fees and expenses incurred by the Board of Directors in connection with said proceeding(s.) The company may indemnify an individual made a party to a proceeding(s) because the individual is or was a member, officer, employee or agent of the company, against liability if authorized in the specific case, after determination in the manner required by the Board of Directors that indemnification of the member, officer, employee or agent, is permissible in the circumstances because the member, officer, employee or agent has met the standard of conduct set forth by the board of members, officers, employees and agents of the company.

Indemnification shall apply when such persons are serving at the company's request while a member, officer, employee, or agent of the company, as a member, officer, partner, trustee, employee or agent of another foreign or domestic company, partnership, joint venture, trust, employee benefit plan or other enterprise or non-profit, as well as in their official capacity with the company. The company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, officer, employee, or agent of the company who is a party to a proceeding in advance of final disposition of the proceeding. The company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, officer, employee, or agent of the company, whether the company would have power to indemnify the individual against the same liability under the law.

The company owns or otherwise has legally enforceable rights to use, all of the properties and assets to the conduct of the business of the company. The indemnifying party agrees to indemnify and hold harmless the company, its subsidiaries, and affiliates, as well as their respective officers, directors, employees, and agents, from and against any and all losses, damages, liabilities, costs, and expenses, including but not limited to, attorney's fees and court costs, arising from or related to any damage, loss, theft, destruction, or misappropriation of company assets caused by the negligent or intentional acts or omissions of the indemnifying party or its representatives.

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MIAMI, FLORIDA

Indemnification specifically includes but is not limited to any claims arising from the unauthorized use, disclosure, or transfer of confidential or proprietary information owned by the company. The indemnifying party shall promptly notify the company of any incidents that may give rise to a claim under this clause and shall cooperate fully in the investigation and defense of any such claim.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. The company reserves the right to assume control of the defense and settlement of any such claim, and the indemnifying party shall not enter into any settlement or compromise without the prior written consent of the company.

ARTICLE 13 – BYLAWS

The power to adopt, alter, amend or abolish the By-Laws shall be granted to the Board of Directors. However the By-Laws shall not in any way conflict with the Articles of Incorporation.

ARTICLE 14 – AMENDMENTS

These Articles of Incorporation may be amended at any time in the manner provided by the laws adherent to the jurisdiction of the State of Florida.

ARTICLE 15 – FOR PROFIT ARM

To diversify revenue streams, this company may establish a For-Profit subsidiary(ies) to carry out activities that are significantly different from the original mission of the company, which will shield the company from liability. The activities of the subsidiary(ies) will not be directly related to the company and the subsidiary(ies) should be created in a manner that does not expose the company to taxes under the laws of the United States of America and International laws that are available to Non-Profit entities that own For-Profit subsidiaries.

- **Unrelated Business Income from a For-Profit Subsidiary**

Definition and Tax Implications: Unrelated business income is generated by a for-profit subsidiary's activities that are not related to the company's charitable or social purpose. The subsidiary's income may be subject to tax under Section 26 §512 of the Internal Revenue Code. Requirements for Tax-Exemption: To avoid taxation, the for-profit subsidiary must be structured as a separate legal entity, maintain separate financial records, and file a separate tax return. All profits must be reinvested in the subsidiary or distributed as dividends to the company.

Consequences of Noncompliance: Failure to comply with these requirements can result in the loss of tax-exempt status for the company.

- **Exclusion of Taxable Subsidiary Definition and Tax Implications**

A taxable subsidiary is wholly owned by the company and subject to federal income tax on its earnings. However, the company may exclude the taxable subsidiary's income from its own tax return under IRC Section 115.

Requirements for Exclusion: To qualify for exclusion, the taxable subsidiary must be organized for the sole purpose of holding property and collecting income from that property. The subsidiary's income must also be paid to the company, which is then used exclusively for the company's charitable or social purposes.

- Corporate Sponsor Definition and Types of Partnership**
 A corporate sponsor may partner with the company through a joint venture or a marketing agreement.
Benefits and Risks: A partnership with a corporate sponsor can provide financial support and exposure for the company, but it can also create conflicts of interest and damage the company's reputation.
Best Practices: Best practices include establishing clear roles and responsibilities, disclosing conflicts of interest, and ensuring that the partnership is consistent with the company's charitable or social purpose.
- Royalties of Intangible Property Definition and Examples**
 Company may generate revenue by licensing its patents, trademarks, or copyrights to a for-profit subsidiary.
Legal and Financial Considerations: Company must ensure that the licensing arrangement is structured properly and that the subsidiary pays fair market value for the use of the property.
Best Practices: Best practices include maintaining control over the use of the property, ensuring that it is used in a manner consistent with the company's charitable or social purpose, and avoiding conflicts of interest.
- Endorsement for Conference, Seminar, and Other Events**
Definition and Examples: Company may endorse or promote conferences, seminars, or other events to generate revenue.
Legal and Financial Considerations: The company must ensure that the endorsement is consistent with its charitable or social purpose and that any revenue generated is used for that purpose.
Best Practices: Best practices include establishing clear guidelines for endorsement, avoiding conflicts of interest, and ensuring that the company's brand and reputation are protected.

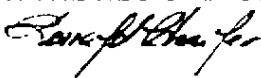
The proposed business subsidiary(ies) of this company will be created to enhance the operation of the company. The subsidiary(ies) will conduct operations that would benefit this company directly, although the activities will be independent. The detachment of the subsidiary(ies) from this company will indicate that they are separate entities that the IRS should regard as such. Hence, this company will not be liable for taxes due to its relationship with the subsidiary(ies.)

By understanding these shields and implementing best practices, this company can effectively manage the risks associated with owning for-profit subsidiaries while fulfilling its charitable or social purpose.

ARTICLE 16 – ACCEPTANCE OF REGISTERED AGENT

Have been named to accept service process for **KASH FOUNDATION, INC.**; at the place designated in the Articles of Incorporation. I hereby accept the appointment as Registered Agent and agree to in such capacity. I further agree to comply with the provisions of all statutes and/or laws relating to the proper and complete performance of its duties.

FOR THE REGISTERED AGENT,



Ronald Charles