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FLORIDA PROFIT/NON PROFIT CORPORATION CARRFOUR FORT MYERS, INC.

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ARTICLES OF INCORPORATION
OF
CARRFOUR FORT MYERS, INC.

(A Florida Not-For-Profit Corporation)

The undersigned Incorporator hereby files this, the Articles of Incorporation of **CARRFOUR FORT MYERS, INC.**, as a non-profit corporation under Chapter 617, Florida Statutes:

ARTICLE I
NAME

The name of this corporation shall be **CARRFOUR FORT MYERS, INC.** (hereinafter called the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 1398 SW 1st Street, 12th Floor, Miami, FL 33135.

ARTICLE III
COMMENCEMENT OF CORPORATION EXISTENCE

The Corporation shall commence its existence as of the date of filing for incorporation with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV
PURPOSES

The Corporation is a not-for-profit corporation, organized and to be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code"), and not for pecuniary profit.

Without in any way limited the foregoing general purposes, the specific purpose for which this Corporation is formed is to develop transitional and permanent housing for the homeless in the State of Florida, in the form of single room occupancy for individuals and multi-room facilities for families, developed for specific homeless groups including without limitations, those with mental health disorders, those with substance addictions, the young, women and families. In addition, the Corporation shall provide housing and services on not-for-profit basis consistent with Revenue Procedure 96-3, 1996-1 C.B. 717 and other guidelines on when the provision of low-income housing is considered charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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In furtherance of such goals, the Corporation is authorized to do any and all activities that it is empowered to do under these Articles provided, however, that nothing herein shall be construed as allowing any activities that would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501(c)(3) of the Code and its regulations as they now exist or may hereafter be amended, or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V **GENERAL POWERS**

The corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.0302 of the Florida Statutes. The corporation's activities are limited by any and all restrictions that are required to obtain tax exempt status under Section 501(c)(3) of the Code. No substantial part of the assets or the net earnings of the Corporation shall inure to the benefit of, nor be distributed to, any officer or director of the Corporation, or to any other private person, in such a fashion as to constitute an application of funds not within the purpose of a charitable organization as described in Code Section 501(c)(3). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered to the Corporation shall not be deemed to be in a distribution of earnings or assets.

ARTICLE VI **BOARD OF DIRECTORS**

A. **Powers.** The affairs of the Corporation shall be managed under the direction of the Board of Directors (also referred to as the "Board" or "Governing Board"). The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation.

B. **Number.** The affairs of the Corporation shall be conducted by a Board of Directors, the number of which shall be determined from time to time in accordance with the Bylaws, but shall never be less than three (3) or more than eleven (11) Directors.

C. **Election; Removal; Resignation.** The manner of election, removal and resignation of Directors shall be regulated by the Bylaws, which the Board shall adopt.

D. **Names and Address of Initial Officers and Board of Directors.** The initial Officers and Directors shall be:

Name	Address	Office (if applicable)
Stephen Danner	2525 Ponce de Leon Blvd., Suite 1040 Coral Gables, FL 33134	Chairman
Jose Vila	2525 Ponce de Leon Blvd., Suite 1040 Coral Gables, FL 33134	Vice Chair

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Stephanie Berman	1398 SW 1st Street 12th Floor Miami, FL 33135	President
Carol Fine	700 Brickell Avenue Miami, FL 44141	Secretary
Cetaeno Lopes	1398 SW 1st Street, 12th Floor Miami, FL 33135	Treasurer

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The name and Florida address of the registered agent of the Corporation is Stephanie Berman, 1398 SW 1st Street, 12th Floor, Miami, FL 33135.

ARTICLE VIII
MEMBERSHIP

The Corporation shall not have any members.

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator of the Corporation is Stephanie Berman, 1398 SW 1st Street, 12th Floor, Miami, FL 33135.

ARTICLE X
DISSOLUTION

Under dissolution of this Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more nonprofit funds, foundations, or corporations that are organized exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Code, or the corresponding provisions in any future tax code or to a state or local government, for a public purpose, as selected by the Board. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively, as said court shall determine, for such purposes or to such organization or organizations which are organized and operated exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Code, or the corresponding provisions in any future tax code.

ARTICLE XI
LIMITATIONS

No part of the net earnings or distribution of the assets of the Corporation upon its dissolution shall inure to the benefit of, or distribution to, its officers, members, trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of the

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Corporation set forth herein. No part of the activities of the Corporation shall be the carrying on the propaganda, or otherwise attempting to influence legislation (except as otherwise provided in subsection (b) of section 501 of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended at any time by a vote of the Board of Directors.

The undersigned Incorporator has executed these Articles of Incorporation on the 25th day of January, 2024.

/s/ Stephanie Berman
Stephanie Berman, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the above Articles of Incorporation of Carrfour Fort Myers, Inc., I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated: January 25, 2024

/s/ Stephanie Berman
Stephanie Berman, Registered Agent