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Division of Corporations

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FLORIDA PROFIT/ON PROFIT CORPORATION

9100 Office, Inc.

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Corrected Articles

SECRETARY OF STATE
TALLAHASSEE, FL

2024 FEB 26 PM 12:38

FILED

T. MATTHEWS

FEB 27 2024

FILED

ARTICLES OF INCORPORATION
OF

9100 OFFICE, INC.

(in compliance with Chapter 617, F.S., (Not for Profit))

FILED FEB 26 PM 12:38
SECRETARY OF STATE
FLORIDA

ARTICLE I: The name of the corporation is 9100 Office, Inc. (hereinafter referred to as the "Corporation") and the effective date shall be the date of filing of these Articles of Incorporation.

ARTICLE II: The principal street address of the Corporation is 9100 Belvedere Road, Suite 210, Royal Palm Beach, Florida 33411 and the mailing address of the Corporation is 9100 Belvedere Road, Suite 210, Royal Palm Beach, Florida 33411.

ARTICLE III: This Corporation shall be a nonprofit corporation. The Corporation is organized exclusively for charitable, religious, educational, and scientific, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (the "Code"), or the corresponding section of any future federal tax code, for furthering the exempt purpose of any such exempt organization, which are lawful activity for which corporations may be organized under the laws of the State of Florida. In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Florida, and the purposes herein set forth, it is expressly provided that the Corporation shall also have the following powers:

(i) director or directors, its president and other officers, subject to the powers and restrictions of these Articles of Incorporation and its Bylaws, to do all such acts as are necessary or convenient to the attainment of the purposes herein set forth:

(ii) To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real and personal property, and any interests therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the Corporation's property and assets, and any interests therein, wherever situated; and

(iii) In general, to possess and exercise all the powers and privileges granted by Florida law or by these Articles of Incorporation, together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the exempt purposes of the Corporation.

ARTICLE IV: The name of the Corporation's registered agent is M. Timothy Hanlon, and the Florida street address of the registered agent is c/o Alley Maass Rogers & Lindsay, P.A., 340 Royal Poinciana Way, Ste 321, Palm Beach, Florida 33480.

ARTICLE V: The name and mailing address of the incorporator are M. Timothy Hanlon, 340 Royal Poinciana Way, Suite 321, Palm Beach, Florida 33480.

ARTICLE VI: The initial officers of the Corporation are as follows:

Title: President
Name: Wesley Ledesma
Address: 9100 Belvedere Road, Suite 210, Royal Palm Beach, Florida 33411

Title: Vice-President and Secretary
Name: Ruben Ledesma, Jr.
Address: 9100 Belvedere Road, Suite 210, Royal Palm Beach, Florida 33411

Title: Director
Name: Paul Orsenigo
Address: 9100 Belvedere Road, Suite 210, Royal Palm Beach, Florida 33411

Title: Director
Name: Patrick Altman
Address: 9100 Belvedere Road, Suite 210, Royal Palm Beach, Florida 33411

Title: Director
Name: Derek Orsenigo
Address: 9100 Belvedere Road, Suite 210, Royal Palm Beach, Florida 33411

Title: Director
Name: Thomas Altman
Address: 9100 Belvedere Road, Suite 210, Royal Palm Beach, Florida 33411

ARTICLE VII: The Corporation shall be governed and managed by a Board of Directors consisting of at least three (3) individuals. The number of members of the Board of Directors shall be established by the Bylaws; however, the Board shall always consist of at least three (3) individuals. The Board of Directors shall be elected by the member(s) as provided in the Bylaws.

ARTICLE VIII: The conditions of membership shall be provided for in the Corporation's Bylaws.

ARTICLE IX: The Corporation shall not be conducted or operated for profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to the Corporation's members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes as set forth above. None of the profits or assets of the Corporation shall be used other than for the exempt purposes of the Corporation as set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) 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 (ii) 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 X: Notwithstanding any provision contained in these Articles of Incorporation or in any other governing instrument of this Corporation, this Corporation is required to distribute its income for each taxable year at such times and in such manner as not to subject the Corporation to

tax under Section 4942 of such Code. In addition, this Corporation shall not: (a) engage in any act of self-dealing (as defined in section 4941(d) of said Code); (b) retain any excess business holdings (as defined in section 4943(c) of said Code); (c) make any investments in such manner as to subject the Corporation to tax under section 4944 of said Code; or (d) make any taxable expenditures (as defined in section 4945(d) of said Code).

ARTICLE XI: The Corporation shall not have any capital stock

ARTICLE XII: In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary, involuntary or by the operation of law, the assets of the Corporation remaining after the payment, satisfaction and discharge of its liabilities or obligations, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such exempt purposes. No individual shall have any right, title or interest in or to any of the remaining assets of the Corporation.

ARTICLE XIII: The directors shall have the power to make, alter or repeal Articles of Incorporation and the Bylaws of the Corporation; provided, however, the directors shall not exercise any of the powers granted to it in this Article in a manner that would cause the Corporation to fail to qualify as a corporation exempt from federal income tax under section 501(c)(3) of the Code and as a corporation contributions to which are deductible under section 170 of the Code.

ARTICLE XIV: The duration of the Corporation shall be perpetual unless terminated

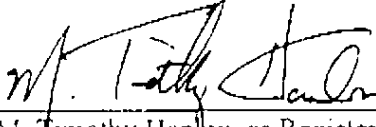
sooner by the Directors pursuant to the terms of the Bylaws.

ARTICLE XV: A director of the Corporation shall not be liable to the Corporation or any other director for monetary damages for breach of fiduciary duty, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this provision shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

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

2/22/2024

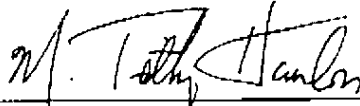
Date


M. Timothy Hanlon, as Registered Agent

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that any 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.

2/22/2024

Date


M. Timothy Hanlon, as Incorporator