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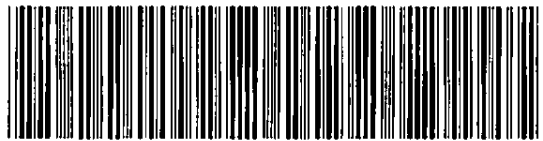
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FC Law, PLLC

Charlotte Cassel, Esq.
FC Law, PLLC
2526 Lincoln Avenue
Miami, FL 33133

April 3, 2024

Via U.S. Mail

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for Children Having Authentic Talks, Inc.

To Whom It May Concern:

On behalf of Children Having Authentic Talks, Inc. ("corporation") please find two original copies of the Articles of Incorporation to establish the corporation as a Florida not for profit corporation, together with the filing fee of \$78.75. We are requesting a Certificate of Status together with the filing for this corporation.

Thank you very much for your time and consideration. I can be reached at the above address, by email at charlotte@fc-lawfl.com, or by telephone at 305-542-2077 should you need to reach me concerning this matter.

Sincerely,



Charlotte J. Cassel, Esq.
Partner

**ARTICLES OF INCORPORATION
OF
CHILDREN HAVING AUTHENTIC TALKS, INC.
(A Florida Not-for-Profit Corporation)**

**ARTICLE 1
NAME**

The name of the corporation shall be Children Having Authentic Talks, Inc. (the "Corporation").

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be 909 N. Greenway Drive, Coral Gables, FL 33134

**ARTICLE 3
PURPOSE; POWERS**

- A. The Corporation is organized and operated exclusively for charitable purposes, to include, providing mental health education, social and emotional learning, and related skill-building to children and adolescents in an effort to promote health, prevent mental health conditions, and promote the use of mental health services. This will be achieved through mental health education and skill-building activities for children and adults, awareness and educational activities for parents on mental health in childhood, and mental health diagnostic and treatment services for children and adolescents at a free or reduced rate; and, any other legally permitted charitable purposes, as permitted by section 501(c)(3) of the Internal Revenue Code (the "Code"), as amended, or corresponding section of any future federal tax code, and Regulations issued pursuant thereto.
- B. The Corporation shall possess and exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or appropriate to conduct, promote or attain the purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation.
- C. The Corporation and its Board of Directors shall transact business of the Corporation only in the following manner:
 - 1. No portion of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or any other private person, with the exceptions 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 purposes set forth herein.

2. The Corporation shall at all times operate as a not-for-profit corporation according to the laws of the State of Florida, and at no time shall issue any shares or pay any dividends to its members, if any.
3. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Code and applicable Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 of the Code and applicable Treasury Regulations as they now exist or as may hereafter be amended, or (iii) by a not-for-profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE 4 **MEMBERSHIP**

The Corporation shall have no members.

ARTICLE 5 **INITIAL REGISTERED OFFICE AND AGENT**

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

Diana Sheehan
909 N. Greenway Drive
Coral Gables, FL 33134

ARTICLE 6 **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the By-Laws.

The initial members of the Board of Directors shall be as follows:

Diana Sheehan, President
909 N. Greenway Drive
Coral Gables, FL 33134

Pilar Delgado, Vice President and Secretary
125 NW 150th Street
Miami, FL 33161

Nicole Bortnik, Director
1010 SW 2nd Avenue, Unit 806
Miami, FL 33130

April Miralles, Director
14083 SW 147th Court
Miami, FL 33196

Robert Glick, Treasurer
4444 Post Avenue
Miami, FL 33140

ARTICLE 7
INCORPORATOR

The name and street address of the person signing these Articles of Corporation are:

Diana Sheehan
909 N. Greenway Drive
Coral Gables, FL 33134

ARTICLE 8
DISSOLUTION

Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liability of the Corporation, shall be distributed to an organization or organizations organized and operated exclusively for charitable uses and purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or corresponding provisions of any future tax code), as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 9
AMENDMENTS TO THE ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation shall be enacted in accordance with the terms of the Corporation's Bylaws.

ARTICLE 10
AMENDMENTS TO THE BYLAWS

The Bylaws of the Corporation may be made, altered, or rescinded by the Board of Directors as provided in the Bylaws.

ARTICLE 11
INDEMNIFICATION

Every director and officer of the Corporation shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having served the Corporation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of a judgment, and also when the person concerned is adjudicated guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approved the settlement and/or reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which the person may be entitled.

IN WITNESS WHEREOF, the incorporator has executed these Articles on the 1 day of April 2024.

Executed by
Diana Sheehan.
Diana Sheehan, Incorporator

ACCEPTANCE BY REGISTERED AGENT

I agree to act as registered agent and to accept service of process for the corporation named above at the place designated in these Articles. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of registered agent duties. I am familiar with and accept the obligations of the registered agent position.

By: Diana Sheehan.
Diana Sheehan, Registered Agent

Dated: April 1, 2024