

N 24000008594

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the tax audit number (shown below) on the top and bottom of all pages of the document.

((H24000239136 3)))



H240002391363ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850)617-6381

From:
Account Name : FL PATEL LAW PLLC
Account Number : 120170000097
Phone : (727)279-5037
Fax Number : (727)888-1294

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: Support@flpatellaw.com

RECEIVED
2024 JUL 18 PM 3:55

FLORIDA PROFIT/NON PROFIT CORPORATION

The Sunilda Benitez Foundation, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

2024 JUL 18 PM 12:01

The Sunilda Benitez Foundation, Inc.

Articles of Incorporation

ARTICLES OF INCORPORATION
OF
THE SUNILDA BENITEZ FOUNDATION, INC.
A FLORIDA NON-PROFIT CORPORATION

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of State of Florida, do hereby certify:

ARTICLE I.
NAME

1.1 Name

The name of this corporation shall be The Sunilda Benitez Foundation, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II.
DURATION

2.1 Duration

The period of duration of the corporation is perpetual. The corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE III.
PURPOSE

3.1 Purpose

The Sunilda Benitez Foundation, Inc. is a non-profit corporation and shall operate exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose of the corporation is to provide relief to vulnerable populations in Paraguay, including indigenous communities, children, and elders living in poverty.

3.2 Non-Profit

The Sunilda Benitez Foundation, Inc. is designated as a non-profit corporation.

ARTICLE IV.
BYLAWS

The corporation is a not for profit corporation. The by-laws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by the board of directors of the Corporation.

The Sunilda Benitez Foundation, Inc.

Articles of Incorporation

ARTICLE V.
NON-PROFIT NATURE

5.1 Non-profit Nature

The Sunilda Benitez Foundation, Inc. is organized exclusively for charitable purposes 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, or corresponding section of any future federal tax code. No part of the net earnings of The Sunilda Benitez Foundation, Inc. inure to the benefit of, or be distributable to its members, trustees, 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 purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Sunilda Benitez Foundation, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

5.2 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of The Sunilda Benitez Foundation, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

5.3 Dissolution

Upon termination or dissolution of the The Sunilda Benitez Foundation, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the The Sunilda Benitez Foundation, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the The Sunilda Benitez

The Sunilda Benitez Foundation, Inc.

Articles of Incorporation

Foundation, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the The Sunilda Benitez Foundation, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

5.4 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 purposes set forth in Article III, Section 3.1.

5.5 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

5.6 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI. **BOARD OF DIRECTORS**

6.1 Governance

The Sunilda Benitez Foundation, Inc. shall be governed by its board of directors.

6.2 Initial Directors

COPIES OF THIS DOCUMENT ARE BEING MAINTAINED IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT IN THE 13TH JUDICIAL CIRCUIT IN PALM BEACH COUNTY, FLORIDA.

The Sunilda Benitez Foundation, Inc.

Articles of Incorporation

The Management of the Corporation shall be vested in a board of directors of not less than three (3) directors, each of whom must be an officer, director, employee, partner, or member of the Corporation. The board of directors will be elected, maintained, and appointed in accordance with the Corporation's bylaws.

The officers of the corporation shall be a president, a secretary, and a treasurer and may include other officers as may be authorized by the bylaws and elected by the directors from time to time. The officers shall be elected by the board of directors in accordance with the bylaws of the corporation.

The initial directors of the corporation shall be:

Nilsa Zacarias	President, Director	6671 W. Indiantown Road Suite 50-120 Jupiter, FL 33458
Veronica Guerrero	Director	6671 W. Indiantown Road Suite 50-120 Jupiter, FL 33458
Abigail Jorandby	Director	6671 W. Indiantown Road Suite 50-120 Jupiter, FL 33458
Mary Weiler	Director	6671 W. Indiantown Road Suite 50-120 Jupiter, FL 33458

6.3 Indemnification

The corporation shall indemnify any directors, officers, employers, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or malicious conduct acts to damage and/or defraud the corporation, or as otherwise provided under the applicable statute.

ARTICLE VII.

Meetings

After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such meeting is deemed present at the meeting. In the alternative, the board of directors may take action through signed e-mail communications in accordance with the by-laws of the corporation.

The Sunilda Benitez Foundation, Inc.

Articles of Incorporation

ARTICLE VIII.
MEMBERSHIP

8.1 Membership

The Sunilda Benitez Foundation, Inc. shall have members whose rights and obligations shall be defined in the defined in the corporation's bylaws.

ARTICLE IX.
AMENDMENTS

9.1 Amendments

Any amendment to the Articles of Incorporation may be adopted by the board of directors in accordance with the corporation's by-laws.

ARTICLE X.
ADDRESSES OF THE CORPORATION

10.1 Corporate Address

The principal address and mailing address of the corporation is:

6671 W. Indiantown Road
Suite 50-120
Jupiter, FL 33458

ARTICLE XI.
APPOINTMENT OF REGISTERED AGENT

11.01 Registered Agent

The registered agent of the corporation shall be:

FLP RA Services LLC
360 Central Avenue
Suite 800
Saint Petersburg, FL 33701

Having been appointed the Registered Agent of The Sunilda Benitez Foundation, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment 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 my duties, and I am familiar with and accept the obligations of my position as registered agent.

The Sunilda Benitez Foundation, Inc.

Articles of Incorporation

I, FLP RA Services LLC, agree to be the registered agent for The Sunilda Benitez Foundation, Inc. as appointed herein.

Vishva S Nandu

Date: July 3, 2024

FLP RA Services LLC, Registered Agent

ARTICLE XII
INCORPORATOR

The incorporators of the corporation are as follow:

Nilsa Zacarias
6671 W. Indiantown Road
Suite 50-120
Jupiter, FL 33458

IN WITNESS WHEREOF, I/We, the undersigned, have subscribed our names on this July 3, 2024 and constitute a complete copy of Articles of Incorporation of the The Sunilda Benitez Foundation, Inc.

Nilsa Zacarias

Nilsa Zacarias, Incorporator