

Florida Department of State

Division of Corporations

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To:

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

From:

Account Name : PROTEGE NONPROFIT SOLUTIONS, INC.
Account Number : I20200000070
Phone : (407)434-9769
Fax Number : (407)796-9296

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

Email Address: MillsGalleryOrlando@gmail.com

FLORIDA PROFIT/NON PROFIT CORPORATION

Mills Gallery Arts and Culture Foundation, Inc.

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

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PROTÉGÉ NONPROFIT SOLUTIONS, INC.

127 West Fairbanks Avenue

#373

Winter Park, FL 32789

Hello@ProtegeNonprofitSolutions.com

P: (407) 434-9767

F: (407) 796-9296

Protégé

NONPROFIT SOLUTIONS, INC.



Thursday, August 15, 2024

TO: Florida Department of State
Division of Corporations
The Centre of Tallahassee
2415 North Monroe Street
Suite 810
Tallahassee, FL 32303
(850) 245-605

Dear Florida Department of State, Division of Corporations:

Enclosed are the Articles of Incorporation for the Not for Profit Organization Mills Gallery Arts and Culture Foundation, Inc. A total of \$78.75 is also enclosed for the Filing Fee and Certificate of Status. Should there be any issues with this filing, please do not hesitate to contact us.

Sincerely,

Protégé Nonprofit Solutions, Inc.

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STATE
TALLAHASSEE, FL
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ARTICLES OF INCORPORATION**OF****MILLS GALLERY ARTS AND CULTURE FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned, a majority of whom are citizens of the United States, desiring to form a Not For Profit Corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, do hereby certify and acknowledge the following:

ARTICLE I.
NAME

The name of the Corporation shall be Mills Gallery Arts and Culture Foundation, Inc. (the "Corporation").

ARTICLE II.
PRINCIPAL OFFICE & MAILING ADDRESS

The place in this state where the principal office and mailing address of the Corporation is to be located is:

1258 Arlington Place
Winter Park, Florida 32789

ARTICLE III.
PURPOSE

Mills Gallery Arts and Culture Foundation, Inc. is a Not For Profit Corporation and is not organized for the private gain of any person. The Corporation is organized under the Florida Not For Profit Corporation Act for public and charitable purposes. Mills Gallery Arts and Culture Foundation, Inc. is organized 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 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The specific mission of the Corporation shall be to showcase visual arts and cultural events while fostering an inclusive community that supports and promotes local artists. We place a strong emphasis on celebrating and assisting the diverse communities of Orlando, particularly our Hispanic community..

ARTICLE IV.
TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

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ARTICLE V.
MANNER OF ELECTION

The Directors of the Corporation shall be elected in accordance with methods and qualifications specified in the Bylaws of the Corporation. In no event shall the number of Directors be fewer than three (3).

ARTICLE VI.
INITIAL OFFICERS & DIRECTORS

The names, addresses, and titles of the persons who are the initial Officers and Directors of the Corporation are as follows:

Name	Title	Address
Boris Douglas Garbe	President, Director	1258 Arlington Place Winter Park, Florida 32789
Udo Garbe	Secretary, Director	1258 Arlington Place Winter Park, Florida 32789
Juan Pablo Santa Luna	Treasurer, Director	1258 Arlington Place Winter Park, Florida 32789

ARTICLE VII.
INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE VIII.
POWERS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 purposes set forth in Article Three hereof.

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 or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE IX.
DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, assets 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 such 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 such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X.
MEETINGS

After incorporation, the initial Directors of the Corporation shall hold an organizational meeting in accordance with Fla. Stat. § 617.0205, 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 a meeting is deemed present at the meeting. In the alternative, the Board of Directors may take actions through signed e-mail communications provided all Directors agree.

ARTICLE XI.
MEMBERS

The Corporation may have one or more classes of nonvoting Members as described in the Bylaws of the Corporation. The initial Members of the Corporation shall be the initial Board of Directors stated in these Articles of Incorporation. Additional persons may be approved for membership by the Board of Directors, in such manner as may be prescribed by the Bylaws of the Corporation. The Corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination based on race, religion, sex, gender or absence of gender, or national origin. A membership interest in the Corporation is not transferable.

ARTICLE XII.
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of majority of the full Board of Directors of the Corporation at a meeting called for such purpose in accordance with the Bylaws. The Members may not amend the Articles of Incorporation of the Corporation.

(Continued)

ARTICLE XIII.
REGISTERED AGENT

The name and address of the Registered Agent is:

Boris Douglas Garbe
1258 Arlington Place
Winter Park, Florida 32789

Boris Garbe

Boris Garbe (Aug 7, 2024 15:17 EDT)

Boris Douglas Garbe, Registered Agent

Aug 7, 2024

Date

Having been appointed the Registered Agent of Mills Gallery Arts and Culture 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.

ARTICLE XIV.
INCORPORATOR

The name and address of the Incorporator is:

Boris Douglas Garbe
1258 Arlington Place
Winter Park, Florida 32789

Boris Garbe

Boris Garbe (Aug 7, 2024 15:17 EDT)

Boris Douglas Garbe, Incorporator

Aug 7, 2024

Date

I submit this document 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 Fla. Stat. § 817.155.