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**FLORIDA PROFIT/NON PROFIT CORPORATION
YOUNG CATHOLIC PROFESSIONALS - PALM BEACH CHAPTER,
IN**

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**ARTICLES OF INCORPORATION
OF
YOUNG CATHOLIC PROFESSIONALS – PALM BEACH CHAPTER, INC.**

The undersigned, incorporator of Young Catholic Professionals – Palm Beach Chapter, Inc. (the "Corporation"), a nonprofit corporation organized under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), hereby executes these Articles of Incorporation of the Corporation:

**ARTICLE ONE
NAME**

The name of the corporation is Young Catholic Professionals – Palm Beach Chapter, Inc.

**ARTICLE TWO
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 511 E. John Carpenter Frwy, 5th Floor, Irving, TX 75062.

**ARTICLE THREE
INCORPORATOR**

Name:

Peter Blute

Address:

511 E. John Carpenter Frwy, 5th Floor
Irving, TX 75062

**ARTICLE FOUR
DURATION**

The period of its duration is perpetual. The effective date of these Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

**ARTICLE FIVE
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 515 East Park Avenue, 2nd Floor, Tallahassee, Florida 32301, and the name of its registered agent at such address is Capitol Corporate Services, Inc.

**ARTICLE SIX
PURPOSES**

The Corporation is organized pursuant to the Act exclusively for charitable, educational, scientific, and religious purposes, or for any one of such purposes, within the meaning of

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Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law (hereinafter referred to as the "Code"). Without limiting the generality of the foregoing, the purposes of the Corporation are, among other things, the advancement of religion, namely, the promotion of Catholic beliefs and ideals among professionals.

ARTICLE SEVEN RESTRICTIONS AND REQUIREMENTS

(1) No Prohibited Activities: Notwithstanding any other statements to the contrary, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes set forth in these Articles of Incorporation. The Corporation may not take any action prohibited by the Act.

(2) No Private Inurement: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation may not pay dividends or other corporate income to its directors or officers, or otherwise accrue distributable profits, or permit the realization of private gain. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on winding up of the Corporation.

(3) 501(c)(3) Limitations: Notwithstanding any other provision of these Articles of Incorporation, the Corporation may not take action that would be inconsistent with the requirements for tax exemption under Section 501(c)(3) of the Code and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Section 170(c)(2) of the Code, and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation may not:

- (a) Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles of Incorporation and defined by the Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- (b) Serve a private interest other than one clearly incidental to an overriding public interest.
- (c) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Code and related regulations, rulings, and procedures.
- (d) Participate in or intervene in (including publishing or distributing statements and any other direct or indirect campaign activities) any political campaign on behalf of any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.

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- (e) Have objectives characterizing it as an "action organization" as defined by the Code and related regulations, rulings, and procedures.
- (f) Distribute its assets on winding up other than for one or more exempt purposes.

(4) Private Foundation: In addition, in the event that this Corporation shall become a "private foundation" within the meaning of Section 509 of the Code, the Corporation shall distribute its income at such times and in such a manner so as to avoid tax for undistributed income under Section 4942 of the Code. The Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (b) Retain excess business holdings as defined in Section 4943(c) of the Code.
- (c) Make any investments in such a manner as to subject it to tax under Section 4944 of the Code.
- (d) Make any taxable expenditures as defined in Section 4945(e) of the Code.

(5) Termination: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, distribute all the remaining assets of the Corporation as required by the Act, or corresponding provisions of any subsequent laws.

ARTICLE EIGHT

POWERS

Except as these Articles of Incorporation otherwise provide, the Corporation has all the powers provided to a non-profit corporation in the Act. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers. The Corporation may reasonably compensate directors or officers for services rendered to or for the Corporation in furtherance of one or more of its purposes. All amendments and changes to this Certificate must be approved by at least two-thirds of the directors present at a meeting where a quorum is present. A quorum is met when 50% or more of eligible voting directors are present, but not less than two.

ARTICLE NINE

MEMBERSHIP

The Corporation will not have members.

ARTICLE NINE

BOARD OF DIRECTORS

The full and complete management and control of the business and affairs of the Corporation shall be vested in its Board of Directors, the number of which shall be subject to change from time to time as provided in the Bylaws of the Corporation; provided, however, that the number of directors shall never be less than three (3). The number of directors constituting

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the initial Board of Directors of the Corporation is five (5), and the names and addresses of the persons who are to serve as the initial directors until the next annual meeting of the Board of Directors or until their respective successors are elected and qualified are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
David Thompson	471 Sonoma Isles Circle, Jupiter, FL 33478
Felix Raju	8748 Baystone Cove, Boynton Beach, FL 33473
Sebin Alexander	12391 Summer Springs Dr, Boynton Beach, FL 33473
Jonathan Silva	5437 Sealine Blvd., Greenacres, FL 33463
Emily Hines	290 N. Olive Ave., Unite 525, West Palm Beach, FL 33401

The method of election of the Board of Directors is specified in the Corporation's Bylaws.

ARTICLE TEN

ACTION WITHOUT MEETING OF DIRECTORS OR COMMITTEE

An action that is required or is permitted to be taken at a meeting of the corporation's directors or a committee may be taken without a meeting if a written consent, stating the action to be taken, is signed and dated by the number of directors or committee members necessary to take that action at a meeting at which all of the directors or committee members are present and voting.

ARTICLE ELEVEN

INDEMNIFICATION

To the fullest extent allowed under the Act, the Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a trustee, officer, director, partner, agent, employee or other functionary of another foreign or domestic organization or venture.

Such right shall be a contractual right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Act. To the extent permitted by then applicable law, the grant of mandatory indemnification to any person pursuant to this article shall extend to proceedings involving the negligence of such persons.

The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. Notwithstanding the foregoing, no person shall be indemnified pursuant to the provisions of this Article if such indemnification would subject the Corporation to income or excise tax under the Code.

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As used herein, the term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitratve or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding.

ARTICLE TWELVE
LIMITATION OF LIABILITY

To the fullest extent permitted by applicable law, no director of the Corporation shall be liable to the Corporation for monetary damages for an act or omission of such director in such director's capacity as a director of the Corporation. Any repeal or amendment of this article by the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment.

[signature page follows]

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IN WITNESS WHEREOF, I, the undersigned incorporator of the Corporation, submit this document as of 8/23/2024 and affirm 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 Section 817.155 of the Florida Statutes

Signed by:

Peter Blute

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Peter Blute, Incorporator

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent to accept service of process for Young Catholic Professionals – Palm Beach Chapter, Inc., 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.

Capitol Corporate Services, Inc.

By: Kim Tadlock
Name: Kim Tadlock
Title: Asst. Secretary

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