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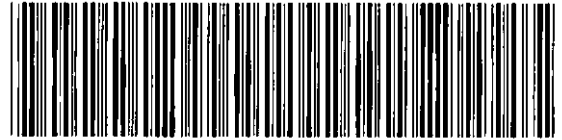
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850-558-1500, Ext: x62969

To: Department Of State, Division Of Corporations  
From: Amanda Miller  
Ext: x62969  
Date: 11/01/24  
Order #: 1669164-1  
Re: Heroes 2 Others, Inc.  
Processing Method: Routine

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TO WHOM IT MAY CONCERN:

Enclosed please find:

Certificate of Formation/Incorporation

Amount to be deducted from our State Account: \$70.00 - FL State Account Number:  
120000000195

Please take the following action:

File in your office on basis  
Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

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**ARTICLES OF INCORPORATION  
OF  
HEROES 2 OTHERS, INC.  
(A Florida Not For Profit Corporation)**

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The undersigned, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act (the "Act"), as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the corporation:

**ARTICLE I  
NAME**

The name of the corporation shall be **HEROES 2 OTHERS, INC.** (the "Organization").

**ARTICLE II  
PRINCIPAL OFFICE; MAILING ADDRESS; REGISTERED AGENT**

The initial principal place of business of the Organization shall be 9246 Plantation Estates Drive, Royal Palm Beach, Florida 33411. The initial mailing address of the Organization shall be 9246 Plantation Estates Drive, Royal Palm Beach, Florida 33411.

The name and street address of the initial registered agent of the Organization shall be **Driscoll R. Ugarte**, 9246 Plantation Estates Drive, Royal Palm Beach, Florida 33411.

**ARTICLE III  
PURPOSES**

3.1 The Organization is a not-for-profit corporation and is organized and shall be operated exclusively for charitable, scientific, or educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code").

3.2 The purposes of the Organization shall include, but not be limited to, providing meals, clothing, hygiene products and other necessities to people in need in South Florida and its surrounding areas, including the unhomed, women in distress and orphans. Such purposes and activities shall be limited in all events to exempt purposes described in Section 501(c)(3) of the Code.

3.3 No part of the earnings of the Organization shall inure to the benefit of any director or officer of the Organization or to any other person (except that the Organization may pay reasonable compensation for services rendered for or on behalf of the Organization and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Organization or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Organization. The Organization shall pay no dividends.

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3.4 The Organization shall not participate, directly or indirectly, 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, nor shall it engage in any other activity that would cause it to lose its tax exempt status. The Organization shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

3.5 Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Organization (the "Bylaws"), the Organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

3.6 Upon the dissolution of the Organization, the board of directors (the "Board") of the Organization will, after paying or making provision for the payment of all the liabilities of the Organization, dispose of all the assets of the Organization in a manner consistent with the purposes of the Organization in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any assets not disposed of in accordance with this section for any reason shall be disposed of by the proper Court of the county in which the principal office of the Organization is then located, in such manner and to such exempt organization or organizations under Section 501(c)(3) of the Code as such Court shall determine.

#### **ARTICLE IV BYLAWS**

The Board may adopt and amend the Bylaws of the Organization for the conduct of its business and the carrying out of its purposes as the Board may deem necessary from time to time, and as shall be set forth with more particularity in the Bylaws.

#### **ARTICLE V DIRECTORS AND OFFICERS**

The Board shall initially consist of three (3) directors. The number of directors and the manner in which the members of the Board are elected or appointed shall be as provided in the Bylaws.

The Board may elect such officers of the Organization as the Bylaws may authorize the directors to elect from time to time. The manner in which the officers of the Organization are elected or appointed shall be as provided in the Bylaws. The powers and duties of the officers of the Organization shall be those usually pertaining to their respective offices, or as may be specifically directed in the Bylaws.

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The names and addresses of the initial directors and officers of the Organization are:

<b>Name</b>	<b>Position</b>	<b>Address</b>
<b>Driscoll R. Ugarte</b>	Director, President	9246 Plantation Estates Drive Royal Palm Beach, Florida 33411
<b>Danielle Rundlett Burns</b>	Director, Treasurer	4250 N.E. 26 <sup>th</sup> Terrace Lighthouse Point, Florida 33064
<b>M. Derek Harris</b>	Director, Secretary	8266 Emerald Winds Circle Boynton Beach, Florida 33473

#### **ARTICLE V HONORARY DIRECTORS**

There shall initially be five (5) honorary directors. The number of honorary directors and the manner in which they are appointed shall be as provided in the Bylaws. The powers and duties of the honorary directors shall be as provided in the Bylaws.

The names and addresses of the initial honorary directors are:

<b>Name</b>	<b>Position</b>	<b>Address</b>
<b>Kayla M. Ugarte</b>	Honorary Director	9246 Plantation Estates Drive Royal Palm Beach, Florida 33411
<b>Khloe D. Ugarte</b>	Honorary Director	9246 Plantation Estates Drive Royal Palm Beach, Florida 33411
<b>Sophia Michelle Roldan</b>	Honorary Director	10661 N.W. 17 <sup>th</sup> Street Plantation, Florida 33322
<b>Evie Burns</b>	Honorary Director	4250 N.E. 26 <sup>th</sup> Terrace Lighthouse Point, Florida 33064
<b>Michael D. Harris</b>	Honorary Director	8266 Emerald Winds Circle Boynton Beach, Florida 33473

In recognition of their roles in founding and organizing the Organization and their continuing work as honorary directors, each of the honorary directors shall, automatically and without any vote of the members of any club founded to further the work of the Organization, serve as the highest-ranking officer (or officers, in the event two or more honorary directors belong to the same club) of any school, community or local club founded to further the work of and support the Organization.

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## ARTICLE VI INCORPORATOR

The name and address of the incorporator of the Organization is **Driscoll R. Ugarte**, 9246 Plantation Estates Drive, Royal Palm Beach, Florida 33411.

## ARTICLE VII MEMBERSHIP

The Organization shall have no members.

## ARTICLE VIII INDEMNIFICATION

8.1 The Organization shall indemnify to the fullest extent authorized or permitted by the Act and the Florida Business Corporation Act, as each may be amended and supplemented from time to time, and may advance related expenses to, any person made or threatened to be made a party to any action, suit or proceeding (whether civil or criminal) by reason of the fact that he or she (a) is or was a director, officer or committee member of the Organization; or (b) is or was serving at the request of the Organization as a director, officer, manager or committee member of another corporation, limited liability company, partnership, joint venture, trust or other enterprise. The indemnification provided for in this **Section 8.1** shall not be deemed exclusive of any other rights to which such indemnified directors, officers, managers and committee members may be entitled, under any bylaw, agreement, vote of disinterested directors or otherwise, as to action in their official capacities and as to action in another capacity while holding such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

8.2 Unless otherwise expressly prohibited by the Act, and except as otherwise provided in **Section 8.1** of these Articles of Incorporation, the Board shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding (whether civil or criminal) by reason of the fact that he or she is or was a non-officer employee or agent of the Organization, or is or was serving at the request of the Organization as a non-officer employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise. For the avoidance of doubt, indemnification pursuant to the immediately foregoing sentence shall be at the sole and exclusive discretion of the Board, and no person falling within the purview of the immediately foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

**ARTICLE IX  
AMENDMENT**

These Articles of Incorporation may be amended or amended and restated only by a vote of a majority of the members of the Board at a meeting at which a quorum of the members of the Board is present.

**ARTICLE X  
EFFECTIVE DATE**

The Organization's existence shall become effective as of the date of filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations.

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation as of the 31st day of October, 2024.

  
\_\_\_\_\_  
Driscoll R. Ugarte, Incorporator

SECRETARY OF STATE  
TALLAHASSEE, FL

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**CONSENT OF REGISTERED AGENT  
OF  
HEROES 2 OTHERS, INC.**

The undersigned hereby accepts appointment as the initial registered agent of **HEROES 2 OTHERS, INC.**, a Florida Not For Profit Corporation, and accepts the obligations provided for in Section 617.05011, Florida Statutes.

  
\_\_\_\_\_  
Driscoll R. Ugarte

Date: October 31, 2024

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