

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BOY SCOUTS OF AMERICA, TROOP 16, ST. THERESA SCHOOL, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk-In

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

**AMENDMENTS**

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

**REGISTRATION/  
QUALIFICATION**

**OTHER FILINGS**

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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\*\*\*1960.00 \*\*\*\*\*70.00

Examiner's Initials

FILED

98 SEP 24 AM 8:39

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RECEIVED  
98 SEP 23 AM 8:11  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

998A 6815



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 23, 1998

AMERILAWYER  
343 ALMERIA AVENUE  
CORAL GABLES, FL 33134

SUBJECT: BOY SCOUTS OF AMERICA, TROOP 16, ST. THERESA SCHOOL,  
INC.  
Ref. Number: W98000021761

We have received your document for BOY SCOUTS OF AMERICA, TROOP 16,  
ST. THERESA SCHOOL, INC.. However, the document has not been filed and is  
being returned for the following:

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles  
of incorporation be executed by an incorporator.

Please return the original and one copy of your document, along with a copy of  
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call  
(850) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 898A00047945

RECEIVED  
98 SEP 24 AM 8:08  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**BOY SCOUTS OF AMERICA, TROOP 16, ST. THERESA**  
**SCHOOL, INC.**

FILED  
98 SEP 24 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **BOY SCOUTS OF AMERICA, TROOP 16, ST. THERESA SCHOOL, INC.**, (hereinafter "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation 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.

**ARTICLE 3 - PROHIBITIONS**

No part of the net earnings of the Corporation shall 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 Article Second hereof. No substantial part of the activities of the Corporation shall be 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, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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 4 - OFFICERS**

The Directors shall be elected by a majority vote of the Members of this Corporation. The officers of the Corporation shall be:

President:	Elaine D. Menendez
Secretary:	Elaine D. Menendez
Treasurer:	Elaine D. Menendez

whose addresses shall be the same as the principal address of the corporation.

#### **ARTICLE 5 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 2711 Indian Mound Terrace, Coral Gables, Florida 33134 and the mailing address is Post Office Box 654904, Miami, Florida 33265.

#### **ARTICLE 6 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is Elaine D. Menendez whose address shall be the same as the principal office of the Corporation.

#### **ARTICLE 7 - DIRECTORS**

The Directors of the Corporation shall be:

Elaine D. Menendez  
Albert A. Menendez  
Jorge Urgate

whose addresses shall be the same as the principal address of the corporation.

#### **ARTICLE 8 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 9 - CAPITAL STOCK**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.



#### **ARTICLE 10 - QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

#### **ARTICLE 11 - VOTING RIGHTS**

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

#### **ARTICLE 12 - LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

#### **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 15 - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE 16 - INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or



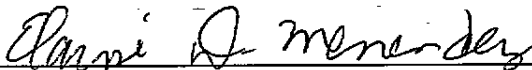
was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

#### **ARTICLE 17 - DISSOLUTION**

Upon 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 public purpose. Any such assets not so disposed of shall be disposed of by 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.



**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22 September 1998.

  
Elaine D. Menendez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0501, Florida Statutes.

AmeriLawyer®

By: 

Natalia Utrera, Vice President

ARTNPIND.1 INC

**FILED**  
98 SEP 24 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

