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FLORIDA PROFIT/NON PROFIT CORPORATION SIN BARCOS, INC.

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 2023 FEB -6 PM 1:28
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SIN BARCOS, INC.

The undersigned incorporator hereby makes, subscribes, acknowledges and files with the Florida Department of State these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I
Name

The name of the corporation shall be:

SIN BARCOS, INC.

ARTICLE II
Principal Office and Mailing Addresses

The address of the principal office and the mailing address of the corporation shall be 6400 12th Street South, Saint Petersburg, Florida 33705.

ARTICLE III
Purposes

(a) This corporation is organized and shall be managed and operated exclusively for religious, educational, scientific and charitable purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to establish and maintain religious, educational, scientific and charitable activities and to take any other action that, from time to time, shall be deemed expedient to the Board of Directors of this corporation and which shall further the said purposes.

(b) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its religious, educational, scientific or charitable purposes directly rather than by or through one or more grantee organizations. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer or director of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no trustee, officer or director of this corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of this corporation. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in (including the

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TALLAHASSEE, FLORIDA

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publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(d) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific or educational organizations that then would qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no trustee, officer or director of this corporation, or private individual shall be entitled to share in the distribution of any of the corporation's assets.

ARTICLE IV Powers and Restrictions

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the religious, educational, scientific and charitable purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation whose incoming contributions are deductible under Section 170(c) (2) of the Code.

(c) During such times as this corporation is a private foundation in accordance with the Section 509 of the Code:

(1) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws;

(2) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws;

(3) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws;

(4) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; and

(5) The corporation's income for each taxable year shall be distributed at such time and in such manner so as not to subject the corporation to tax on undistributed income under Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE V Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI Registered Agent and Registered Office

The initial registered agent of this corporation shall be J. Michael Francis, and the initial registered office of this corporation shall be 6400 12th Street South, Saint Petersburg, Florida 33705. This corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE VII Incorporator

The name and address of the incorporator to these Articles of Incorporation is J. Michael Francis, 6400 12th Street South, Saint Petersburg, Florida 33705.

ARTICLE VIII No Members

This corporation shall have no members and shall not issue member certificates. This corporation shall be organized on a nonstock basis and shall not issue shares of stock.

ARTICLE IX Board of Directors

The term, voting rights, qualifications and method for election of the members of the Board of Directors shall be set forth in the bylaws of this corporation. The Board of Directors shall be empowered to direct the management of the business and affairs of this corporation and to exercise all rights and powers granted to this corporation under these Articles of Incorporation, the bylaws of this corporation, and the laws of the State of Florida.

ARTICLE X
Initial Board of Directors

The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
J. Michael Francis	160 16 th Street North, Unit 825 St. Petersburg, Florida 33705
Rachel L. Sanderson	5021 Emerson Avenue South St. Petersburg, Florida 33707
Amy Anderson	6400 12 th Street South St. Petersburg, Florida 33705
Susan Hough Henry	555 Fifth Avenue NE, Ste. 924 St. Petersburg, Florida 33701-2671
Hugh Tulloch	555 Fifth Avenue NE, Ste. 921 St. Petersburg, Florida 33701-2664
Morgan Greig	876 13th Avenue South St. Petersburg, Florida 33701-5312

ARTICLE XI
Bylaws

The bylaws may be altered, amended or repealed, and new bylaws may be adopted by resolution adopted by the Board of Directors.

ARTICLE XII
Amendment of Articles of Incorporation

These Articles may be amended by the Board of Directors, and such amendments may be proposed and adopted in the manner provided in the bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for the uses and purposes herein expressed this 6th day of February, 2023.

J. Michael Francis
J. Michael Francis (Feb 6, 2023 10:59 EST)

J. MICHAEL FRANCIS, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for Sin Barcos, Inc. and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of 607.0505, Florida Statutes.

Dated this 6th day of February, 2023.

J. Michael Francis
J. Michael Francis (Feb 6, 2023 10:59 EST)

J. MICHAEL FRANCIS,
Registered Agent

**Sin Barcos, LLC
6400 12th Street South
St. Petersburg, Florida 33705**

February 6, 2023

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Authorization to Use Company Name "Sin Barcos"

To Whom It May Concern:

I, J. Michael Francis, as Manager of Sin Barcos, LLC, a Florida limited liability company assigned Document Number L21000136241 (the "Company"), hereby acknowledge the administrative dissolution for lack of filing the 2022 annual report that occurred on September 23, 2022. At this time, the Company has no intent to reinstate and will allow the administrative dissolution to remain in effect.

Furthermore, I hereby consent to the use of the name "Sin Barcos" by Sin Barcos, Inc., a Florida not for profit corporation, to be incorporated by submission of the Articles of Incorporation simultaneously with this letter and the aforementioned administrative dissolution that has already occurred.

Thank you for your assistance in this matter.

Regards,

SIN BARCOS, LLC,
a Florida limited liability company

By: J. Michael Francis
J. Michael Francis (Feb 6, 2023 10:50 EST)
J. Michael Francis, as its Manager