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## FLORIDA NON-PROFIT CORPORATION

Cross International Aid, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

**ARTICLES OF INCORPORATION**  
**OF**  
**CROSS INTERNATIONAL AID, INC.**  
(A Not For Profit Corporation)

**ARTICLE I.**

**Name**

The name of the Corporation shall be Cross International Aid, Inc.

**ARTICLE II.**

**Duration**

The Corporation shall have perpetual existence.

**ARTICLE III.**

**Principal Office**

The initial principal office and mailing address shall be located at:

370 W. Camino Gardens Boulevard  
Boca Raton, Florida 33432

**ARTICLE IV.**

**Purposes**

1. This Corporation is organized to manifest the love of God to the poor and indigent throughout the world by providing food, medicines, clothing, housing, education, and any other assistance that will relieve suffering and poverty and that will contribute to the material and spiritual development of the poor.
2. This Corporation is further organized to proclaim the gospel of Jesus Christ, especially as it relates to love of those in need throughout the world, and to make known the teachings of The Bible concerning the provision of aid to the poor.
3. This Corporation is further organized to educate the public regarding the conditions of the poor throughout the world and to recruit supporters and volunteers to further the mission of the Corporation.

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4. This Corporation is organized not-for-profit and is organized and shall be operated exclusively for purposes described in Section 501(c)(3) of the Internal Revenue Code.

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

6. The Corporation 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. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulations.

7. Notwithstanding any other provision of these articles, the Corporation 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 Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

8. 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 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 the Circuit Court 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 V.**

##### **Capital Stock**

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

#### **ARTICLE VI.**

##### **Members**

The Corporation shall have no members and shall not issue stock.

**ARTICLE VII.****Management of Corporate Affairs**

The powers of this Corporation shall be exercised and its affairs conducted by a Board of Directors composed of three (3) initial members. The directors shall be divided into three classes, each class to serve for a term of three years and to be as nearly equal in numbers as possible. The term of office of the first, second and third classes of directors shall expire at the first, second and third annual meetings of the Board of Directors, respectively, after the initial annual meeting of the Board of Directors. The number of Directors may be increased or decreased from time to time as the Board may determine; however, the number of Directors shall not be less than three.

**ARTICLE VIII.****Indemnification**

This Corporation shall indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida General Corporation Act and the Florida Not For Profit Corporations Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity 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.

**ARTICLE IX.****Amendments**

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

**ARTICLE X.****Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 777 S. Flagler Drive, Suite 500 East, West Palm Beach FL 33401, and the name of the initial registered agent of this Corporation at the address is Valdes-Fauli Corporate Services, Inc.

**ARTICLE XI.****Incorporator**

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
James J. Cavnar	370 W. Camino Gardens Boulevard Boca Raton, Florida 33432

IN WITNESS WHEREOF, for the purposes of forming this not for profit corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 16<sup>th</sup> day of February 2001.

  
James J. Cavnar  
Incorporator

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent and to accept service of process for CROSS INTERNATIONAL AID, INC. (the "Corporation"), a Florida not for profit corporation, at the place designated in the foregoing Articles of Incorporation, Valdes-Fauli Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Valdes-Fauli Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Valdes-Fauli Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 607, F.S.

**REGISTERED AGENT:**

Valdes-Fauli Corporate Services, Inc.

BY: \_\_\_\_\_

*David G. Bates*David G. Bates  
Vice President

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