N06000010746

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

Office Use Only

700080760477

10/13/06--01012--001 **78.75

FILED
06 OCT 13 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CJ 10-13

LAW OFFICES OF
THOMAS T. COON, JR., ESQ.
888 South Andrews Avenue
Suite 204
Fort Lauderdale, Florida 33316

OF COUNSEL TO:
SEILER, SAUTTER, ZADEN & RIMES

Telephone: (954) 467-9899
Facsimile: (954) 467-9897

October 10, 2006

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Hearts 4 Kids, Inc.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above proposed corporation.

If same meets with your approval, I would ask that you endorse the copy, certify it and return in the self-addressed, stamped envelope provided.

My check in the sum of $78.75 is enclosed to cover the various filing fees.

Please call me if you have any questions. Thank you for your assistance in this matter.

Sincerely,

Thomas T. Coon, Jr., Esq.

Enclosures

FILED
06 OCT 13 PM 3:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

HEARTS 4 KIDS, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

I, the undersigned incorporator, who is a citizen of the United States, do hereby make, acknowledge, and file with the Division of Corporations of 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 Hearts 4 Kids, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II
DURATION

The term of existence of the Corporation is perpetual unless sooner dissolved pursuant to law and the corporate existence shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III
PURPOSE OF CORPORATION

The Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of those purposes above set forth), and no member, trustee, 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 dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h), 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.

(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, 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 of 1986, or the corresponding section of any future federal tax code.

(d) In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to organizations which qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax laws, 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 a 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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

(e) Notwithstanding any other provisions of these Articles of Incorporation, neither the Corporation nor any member, trustee, director, officer or private individual shall engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of the subsequent federal tax laws; nor retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any investment in such a manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) No one will be denied services of the Corporation on the basis of race, color, national origin, sex, disability, family status, marital status, or religion. No one will be denied access to the services of the Corporation on the basis of race, color, national origin, sex, age, disability, family status, martial status, or religion.

ARTICLE IV
DIRECTORS

The business of the Corporation shall be managed by a Board of Directors who shall be elected in the manner as stated in the Bylaws and their terms shall be as described in the Bylaws. Subject to the numbers of directors required by Chapter 617, Florida Statutes, the number of directors shall be specified in or fixed in accordance with the Bylaws.

ARTICLE V
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be at 827 South State Road 7, North Lauderdale, Florida 33068.

ARTICLE VI
REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation shall be located at 888 S. Andrews Avenue, Suite 204, Fort Lauderdale, Florida 33316. The name of the initial registered agent of the Corporation at that address shall be Thomas T. Coon, Jr., Esq.

ARTICLE VII
MEMBERS

The Corporation may have such members as may be provided for in the Bylaws. If the Bylaws provide for members, the Bylaws shall also provide for rights and privileges of members.

ARTICLE VIII
MEMBERSHIP CONTROL

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter requires the vote of members or shareholders under Florida Statute Chapters 617 or 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, Directors, officers, or individuals or any combination thereof, as it deems advisable to fulfill its tax exempt purposes.

ARTICLE IX
OFFICERS

The Corporation shall have such officers as provided for in the Bylaws.

ARTICLE X
NONSTOCK CORPORATION

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

ARTICLE XI
BYLAWS

The first Bylaws of the Corporation shall be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered or rescinded by the affirmative vote of a majority of the Board of Directors.

ARTICLE XII
AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended only by an affirmative vote of a majority of the Board of Directors of the Corporation, unless the vote of a larger majority is required by applicable law.

ARTICLE XIII
INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:

Thomas T. Coon, Jr.
888 S. Andrews Avenue, Suite 204
Fort Lauderdale, FL 33316

ARTICLE XIV
INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation may indemnify and may insure its directors and officers to the fullest extent permitted by applicable Florida law.

IN WITNESS WHEREOF, we have subscribed my name this 6TH day of October, 2006.

By: ______________________
Thomas T. Coon, Jr., Incorporator

State of FLORIDA)
County of BROWARD)

The foregoing instrument was acknowledged before me this 6TH day of October, 2006, by THOMAS T. COON, JR., as Incorporator, who is personally known to me and who did take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

____
Signature of Notary Public

Justina McAllister
Print Name of Notary

JUSTINA McALLISTER
Notary Public, State of Florida
My comm. exp. May 31, 2008
Comm. No. DD 324688

My commission number and its expiration date are shown in the stamp or seal placed on this page.

06 OCT 13 PM 3:46
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 617.0501 Florida Statutes, the following is submitted:

Hearts 4 Kids, Inc., desiring to organize as a corporation not-for-profit under the laws of the State of Florida, has designated 888 S. Andrews Avenue, Suite 204, Fort Lauderdale, Florida 33316 as its initial Registered Office and has named Thomas T. Coon, Jr., Esq., located at that address as its initial Registered Agent.

DATE: October 6TH, 2006

By: ______________________
Thomas T. Coon, Jr., Incorporator

Having been named to accept service of process for Hearts 4 Kids, Inc., at the place designated in its Articles of Incorporation, the undersigned, Thomas T. Coon, Jr., agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 of the Florida Statutes relative to keeping open such office and is familiar with and accepts the obligations provided for in Section 617.0503, Florida Statutes.

DATE: October 6TH, 2006

By: ______________________
Thomas T. Coon, Jr., Registered Agent

State of FLORIDA)
County of BROWARD)

The foregoing instrument was acknowledged before me this 6TH day of October, 2006, by THOMAS T. COON, JR., as Registered Agent, who is personally known to me and who did take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

JUSTINA McALLISTER
Notary Public, State of Florida
My comm. exp. May 31, 2008
Comm. No. DD 324688

____
Signature of Notary Public

Justina McAllister
Print Name of Notary

My commission number and its expiration date are shown in the stamp or seal placed on this page.