

N12000006114

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

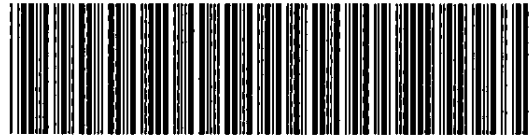
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200236022022

06/18/12--01031--024 \*\*87.50

12 JUN 18 AM 9:14  
DIVISION OF CORPORATIONS  
STATE OF MARYLAND

Handwritten initials/signature

**COVER LETTER**

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

**SUBJECT: FRIENDS OF HUMANITY CORPORATION**  
**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Ross M. Johnston, Esq. c/o Johnston & Johnston  
Name (Printed or typed)

12700 Biscayne Boulevard, Ste. 402  
Address

North Miami, FL 33181-2024  
City, State & Zip

305/891-4244  
Daytime Telephone number

rmjesq@aol.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
(In compliance with Chapter 617, F.S., Not for Profit)  
**OF**

**FRIENDS OF HUMANITY CORPORATION**

The undersigned, acting as Incorporators of a corporation pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of the Corporation shall be:

**FRIENDS OF HUMANITY CORPORATION**

**ARTICLE II**  
**BUSINESS ADDRESS**

The principal place of business of this Corporation shall be:

FRIENDS OF HUMANITY CORPORATION  
15414 N.E. 2<sup>ND</sup> Avenue  
Miami, FL 33162

**ARTICLE III**  
**PURPOSES**

The purposes for which the Corporation is organized are:

1. The corporation is organized for religious, charitable, scientific, testing for public safety, literary and educational purposes, and for the prevention of cruelty to children as set forth in Section 501(c)(3) of the Internal Revenue Code.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 these Articles of Incorporation.
3. No substantial part of the activities of the Corporation shall be the 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 any candidate for public office.
4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

12 JUN 19 AM 9:14  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

(a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code; (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code; or (c) by a nonprofit corporation organized under the laws of the State of Florida pursuant to the provisions of the Florida Not For Profit Corporations Act.

#### **ARTICLE IV BOARD OF DIRECTORS**

The Corporation shall be organized on a non-stock basis. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation and the Bylaws of the Corporation as from time to time are in effect. The number of members of the Board of Directors shall be established by the Bylaws, but in no event shall be less than three (3) or more than fifteen (15), and the Board of Directors shall be elected in the manner set forth in the Bylaws. The initial Board of Directors and Officers shall be:

Renel Noel, President  
15414 N.E. 2<sup>ND</sup> Avenue  
Miami, FL 33162

Marie Helene Apollon Noel  
15414 N.E. 2<sup>ND</sup> Avenue  
Miami, FL 33162

Alice Burch, Secretary  
15414 N.E. 2<sup>ND</sup> Avenue  
Miami, FL 33162

Kathleen Monahan Davis  
15414 N.E. 2<sup>ND</sup> Avenue  
Miami, FL 33162

Regina Blunker  
15414 N.E. 2<sup>ND</sup> Avenue  
Miami, FL 33162

Jean Rene Noel, Treasurer  
15414 N.E. 2<sup>ND</sup> Avenue  
Miami, FL 33162

Craig Swanson, V.P.  
15414 N.E. 2<sup>ND</sup> Avenue  
Miami, FL 33162

Nora Tenney  
15414 N.E. 2<sup>ND</sup> Avenue  
Miami, FL 33162

William Tenney, V.P.  
15414 N.E. 2<sup>ND</sup> Avenue  
Miami, FL 33162

#### **ARTICLE V MEMBERS**

The membership of the Corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the Corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Members of the Corporation, the different classes of membership (if any), the property, voting and other rights and privileges of Members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

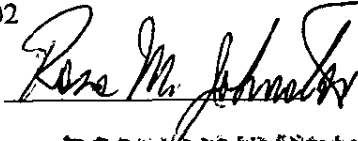
12 JUN 19 AM 9:10  
SEARCHED  
SERIALIZED  
INDEXED  
FILED

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and registered office are:

Registered Agent: Ross M. Johnston, Esq.  
Registered Office: Johnston & Johnston Law Office, P.A.  
12700 Biscayne Boulevard, Ste. 402  
North Miami, FL 33181-2024

I am familiar with and accept the obligations of registered agent:

  
**ROSS M. JOHNSTON**

**ARTICLE VII  
DISSOLUTION**

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Court in 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 VIII  
AMENDMENT**

The Board of Directors of the Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon members is subject to this reservation. Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE IX  
BYLAWS**

The initial bylaws of this Corporation shall be adopted by the Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by the Board of Directors.

**ARTICLE X  
INDEMNIFICATION**

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Director, Officer, Trustee, Employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Trustee, Employee

JUN 19 AM 9:50  
STATE OF FLORIDA  
CORPORATION DIVISION

or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in , or not opposed to, the best interests of the corporation, and with respect to any criminal action or proceeding, unless such person breached or failed to perform his duties as an Officer, Director, Trustee, Employee or agent of the Corporation and such breach constitutes:

1. A violation of criminal law, unless the Director, Officer, Trustee, Employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
2. A transaction from which the Director, Officer, Trustee, Employee or agent derived an improper personal benefit, either directly or indirectly; or
3. Reckless or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety or property.

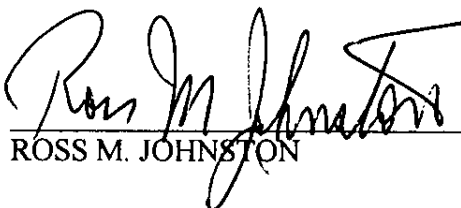
A judgment or other final adjudication against a Director, Officer, Trustee, Employee or agent of the Corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not stop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

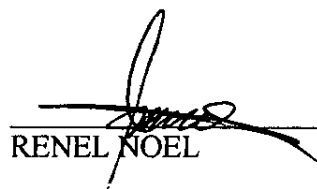
Notwithstanding anything herein to the contrary, the Corporation shall not indemnify any person for liability for excise taxes imposed under Chapter 42 of the Internal Revenue Code or for liability for mismanagement of assets.

## ARTICLE XI INTERNAL REVNUUE CODE

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

EXECUTED this 14 day of June, 2012, by the undersigned Incorporators.

  
ROSS M. JOHNSTON

  
RENEL NOEL

12 JUN 18 AM 9: 4

STATE OF FLORIDA  
DIVISION OF REVENUE  
TALLAHASSEE, FLORIDA