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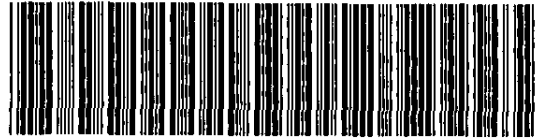
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2014 AUG -1 AM 11:21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: **WHERE THERE IS A NEED 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: **Sandra Z. Green, Esq.**

Name (Printed or typed)

800 Brickell Avenue Suite 1400

Address

Miami, Florida 33131

City, State & Zip

305.372.5100

Daytime Telephone number

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
OF
WHERE THERE IS A NEED CORPORATION
(A CORPORATION NOT FOR PROFIT)

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2014 AUG -1 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Incorporator, hereby subscribe to these Articles of Incorporation, for the purpose of forming WHERE THERE IS A NEED CORPORATION, a corporation not for profit under the provisions of Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act, and the laws of the State of Florida (the "Corporation").

ARTICLE I
CORPORATE NAME

The name of this Corporation is:

WHERE THERE IS A NEED CORPORATION

ARTICLE II
PRINCIPAL OFFICE

The principal street address and mailing address are:

WHERE THERE IS A NEED CORPORATION
800 Brickell Avenue, Suite 1400
Miami, Florida 33131

ARTICLE III
PURPOSES

A. Where There Is a Need Corporation is organized and shall operate exclusively for charitable and educational purposes, including but not limited to exempt purposes described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code, and the Corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purpose. Notwithstanding anything contained in this paragraph to the contrary, the Corporation shall not operate for religious or scientific purposes; provided however, it may be used for charitable activities sponsored by

religious or scientific organizations which are consistent with the purpose of the Corporation. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions that qualify as exempt organizations under Code §501(c)(3), or the corresponding section of any future federal tax code.

B. As a means and incidental to accomplishing the purposes for which the Corporation is being formed, it shall have the following powers:

- (1) To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, for any of its objects and purposes, any property, both real and personal, of ever nature or description and wherever situated;
- (2) To sell exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal as the objects and purposes of the Corporation may require, subject to such limitation as may be prescribed by law; and
- (3) To borrow money and, from time to time, to make accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated; and
- (4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and
- (5) To maintain margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and

selling options, maintaining a special subscription account and dealing in commodities; and

- (6) To serve as trustee of any property, real or personal wheresoever situated either in or out of the State of Florida; and
- (7) In general to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, the Corporation may not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax as set forth under Code §501(c)(3), and its Regulations as the same now exist, or as they may be hereafter amended from time to time, or the corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under Code §170(c)(2), or the corresponding section of any future federal tax code.

D. No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Code §501(c)(3), or the corresponding section of any future federal tax code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all

money and other property received by the Corporation from any source, after the payment of all debts distributed, and obligations of the Corporation, shall be used or subject to the order of the Circuit Court of Miami-Dade County, of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Code §§501(c)(3) and 170 (c)(2) (or corresponding sections or any proper or future law), or to the federal, state or local government for exclusively public purposes.

G. The Corporation will distribute its income each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Code §4942, or the corresponding section of any future federal tax code.

H. The Corporation will not engage in any act of self-dealing as in defined in Code §4941(d), or the corresponding section of any future federal tax code, which would give rise to any liability for the tax imposed by Code §4941(a), or the corresponding section of any future federal tax code.

I. The Corporation will not retain any excess business holdings as defined in Code §4943(c), or the corresponding section of any future federal tax code, which would give rise to any liability for the tax imposed by Code §4943(a), or the corresponding section of any future federal tax code.

J. The Corporation will not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code §4944, or the corresponding section of any future federal tax code, so as to give rise to any liability for the tax imposed by Code §4944(a), or the corresponding section of any future federal tax code.

K. The Corporation will not make any taxable expenditures as defined in Code §4945(d), or the corresponding section of any future federal tax code, which would give rise to any liability for the tax imposed by Code §4945(a), or the corresponding section of any future federal tax code.

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ARTICLE IV
TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE V
MEMBERS

Members of this Corporation shall be natural persons, at least ONE (1) of whom shall be a citizen of the United States, of TWENTY-ONE (21) or more years of age, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the By-Laws of the Corporation. The Corporation may have one or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined under the By-Laws. The designation of the class or classes of members, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members will be set forth in the By-Laws.

ARTICLE VI
INITIAL MEMBERS

The name and post office address of the initial THREE (3) Members of the Corporation are:

PAMULA D. SCHLESINGER, Member	800 Brickell Avenue, Suite 1400 Miami, Florida 33131
CLARA ELIZABETH ROMERO, Member	800 Brickell Avenue, Suite 1400 Miami, Florida 33131
JASMINE BOUSSEMGHOUNE, Member	800 Brickell Avenue, Suite 1400 Miami, Florida 33131

ARTICLE VII
MANNER OF ELECTION

The persons named as Initial Directors shall hold office for the first year of existence of this Corporation or until a successor(s) is/are elected or appointed and has/have qualified, whichever occurs first, in the manner and for the terms provided in the By-Laws.

ARTICLE VIII
INITIAL DIRECTORS

In accordance with Fla. Stat. §617.0803 the Corporation shall have THREE (3) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the By-Laws, but shall never be less than THREE (3). The name and post office address of the members of the first Board of Directors who shall serve until their successors are elected are:

PAMULA D. SCHLESINGER, Director	800 Brickell Avenue, Suite 1400 Miami, Florida 33131
CLARA ELIZABETH ROMERO, Director	800 Brickell Avenue, Suite 1400 Miami, Florida 33131
JASMINE BOUSSEMGHOUNE, Director	800 Brickell Avenue, Suite 1400 Miami, Florida 33131

The persons named as Initial Directors shall hold office for the first year of existence of the Corporation or until a successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

ARTICLE IX
ADDRESS OF INCORPORATOR

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Pamula D. Schlesinger
WHERE THERE IS A NEED CORPORATION
800 Brickell Avenue, Suite 1400
Miami, Florida 33131

ARTICLE X

NAME AND OFFICE OF REGISTERED AGENT

In accordance with Fla. Stat. §617.0501, the name and Florida street address of the Corporation's initial registered office and the name of its initial registered agent is:

JONATHAN H. GREEN & ASSOCIATES, P.A.
800 Brickell Avenue, Suite 1400
Miami, Florida 33131

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida.

ARTICLE XI

BY-LAWS

In accordance with Fla. Stat. §617.0206, the initial By-Laws of the Corporation shall be adopted by its Board of Directors. The By-Laws' provision for the regulation and management of the affairs of the Corporation shall not be inconsistent with the law or these Articles of Incorporation. The power to alter, amend, or repeal the By-Laws shall be vested exclusively in the Members. The By-Laws of the Corporation may be altered, amended, or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the By-Laws be made, altered or rescinded, by a greater than majority vote.

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IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 25 day of July, 2014.


I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.

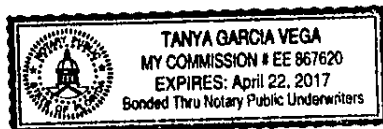

PAMULA D. SCHLESINGER, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation were subscribed, sworn to and acknowledged before me, a Notary Public, by PAMULA D. SCHLESINGER, the Incorporator, who (a) ☒ is personally known to me or (b) ☐ has produced _____ as identification on this 25 day of July, 2014.

(SEAL)
My Commission Expires:
April 22, 2017


NOTARY PUBLIC
My Name (Printed):
Tanya Vega



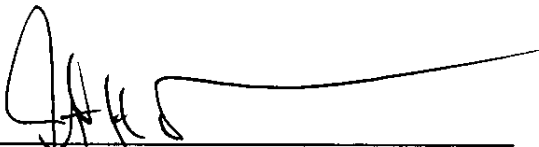
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

That WHERE THERE IS A NEED CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Article of Incorporation, at 800 Brickell Avenue, Suite 1400, Miami, Florida 33131, County of Miami-Dade, has named JONATHAN H. GREEN & ASSOCIATES, P.A. at 800 Brickell Avenue, Suite 1400 Miami, Florida 33131 as its agent to accept service of process within the state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JONATHAN H. GREEN, ESQUIRE

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2014 AUG -1 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA