

11/25/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: CHEERS FOUNDATIONS, INCORPORATED

AUDIT NUMBER.....H97000019593

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

Section 1. This Corporation shall be known as the Cheers Foundation, Incorporated, and shall be located within the geographical boundaries of Dade County, Florida.

ARTICLE II

PURPOSE

Section 1. The Corporation is for charitable purposes.

Section 2. This Trust has been organized as a not for profit Corporation according to the laws of the State of Florida.

ARTICLE III

Officers

Section 1. The Officers of the Cheers Foundation, Incorporated shall consist of a President, Vice-President, Secretary and Treasurer.

Section 2. The term of office of the Officers shall be for two (2) years, commencing July 1st and terminating on June 30th of the second year.

Section 3. A special election shall be held to elect a replacement to complete the unexpired term of the Vice-President, Secretary and Treasurer in the event these officers do not complete any full term of office.

ARTICLE IV

Board of Directors

Section 1. The members of the Board of Directors shall be elected by a majority of the Board.

Section 2. The members of the Board of Director shall serve two (2) years terms. Terms of the Board shall commence on July 1 and terminate on June 30th of the second year.

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Section 3. Board Members who have three (3) consecutive unexcused absences may be removed by a majority vote of a quorum of the Board. Excused absences are determined solely by officers of the Board.

ARTICLE V

Amendments

Section 2. Proposed amendments may be submitted by any Board Member.

ARTICLE VI

LOCATION

Section 1. The street and mailing address of the corporation's principal place of business is:

140 West Flagler Street, 8th Floor
Miami, Florida 33130

ARTICLE VII

REGISTERED AGENT

Section 1. The name and address of the corporate's registered agent is:

Valeria Bland Thomas
8660 West Flagler Street
Miami, Florida 33144

ARTICLE VIII

TRUST OFFICERS

Section 1. The name and address of the Officers of the Board of Directors are:

Harriet Janosky, President
140 West Flagler Street, 8th Floor
Miami, Florida 33130

Carlos Narango, Vice President
8105 N.W. 25th Street
Miami, Florida 33172

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ARTICLE VIII

TRUST OFFICERS

Valeria Bland Thomas, Treasurer
8660 West Flagler Street
Miami, Florida 33144

Joanne Fields, Secretary
140 West Flagler Street, 8th Floor
Miami, Florida 33130

ARTICLE IX

INCORPORATION

Section 1. The name and address of the principal incorporator is:

Harriet Janosky
140 West Flagler Street, 8th Floor
Miami, Florida 33130

ARTICLE X

INCORPORATION OF BY-LAWS

Section 1. The conduct of the affairs of the Corporation and all matters relating thereto shall be regulated by the By-Laws of the Board which may be amended as provided in the By-Laws.

ARTICLE XI

Section 1. The Trust shall continue forever unless the Board dissolves it and distribute all of the principal and income, which action may be taken by the Board in their discretion at any time. 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.

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In witness whereof, the undersigned being the original subscriber to the foregoing Articles of Incorporation, hereunder signed this _____ day of _____, 1997.

[Handwritten Signature]
Name

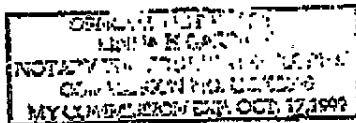
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me the undersigned authority who is known to me to be the person who executed the same freely and voluntarily for the uses and purposes therein set forth and expressed

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal on this 28th day of July, 1997.

Linda H. Barnett
NOTARY PUBLIC
STATE OF FLORIDA

MY COMMISSION EXPIRES:



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Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 48.091 Florida Statutes, the following is submitted:

The Cheers Foundation, Incorporated, desiring to organize or qualify under the laws of Florida, with its principal office in Dade County, State of Florida, has named VALEGA THOMAS as its agent to accept service of process within Florida.

Manuel P. Gonzalez
President

August 6, 1997
Date

Before me, the undersigned authority, personally appeared, VALEGA B. THOMAS to me known to be the person who signed the foregoing instrument and acknowledged the execution thereof to be their free act and deed for the use and purpose therein mentioned.

Sworn to and subscribed before me this 25th day of July, 1997

Linda H. Garritt
Notary Public

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MY COMMISSION EXPIRES:

OFFICIAL NOTARY SEAL
LINDA H GARRITT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC502838
MY COMMISSION EXP. OCT. 17, 1999

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valeria Thomas
Resident Agent

July 25, 1997
Date

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