

N99000004066

**TRANSMITTAL LETTER**

June 17, 1999

Department Of State  
Division of Corporation  
P.O.Box 6327  
Tallahassee, Florida 32314

400002913824--1  
-06/24/99--01015--019  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**SUBJECT: A Dream and A Smile Foundation, Inc.**

Enclosed is an original and (2) copy of the articles of incorporation and a money order for \$87.50 to cover filling fee, a Certified Copy and Certificate of Incorporation.

From: Rosa A. Mejia  
P.O.Box 823 Loughman, Florida 33858  
(941)420-9332 Fax (941)424-2441

FILED  
1999 JUL -2 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 28, 1999

ROSA A. MEJIA  
PO BOX 823  
LOUGHMAN, FL 33858

SUBJECT: A DREAM AND A SMILE FOUNDATION, INC.  
Ref. Number: W99000014931

We have received your document for A DREAM AND A SMILE FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name and street address of the registered agent must be designated in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 799A00034007

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
A Dream and A Smile Foundation Inc .  
A FLORIDA NON FOR PROFIT CORPORATION**

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**CORPORATE NAME**

The name of this corporation is A Dream and A Smile Foundation Inc.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

6505 Hwy 17-92 Loughman, Florida 33858  
P.O.Box 823 Loughman Florida 33858-0863

**ARTICLE III**

**CORPORATE NATURE**

This is a Florida Non-Profit Corporation, organized solely for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code as well as pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE IV**

**DURATION**

The term of existence of the corporation is perpetual.

## ARTICLE V

### GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To provide relieve to those individuals in financial need, our children with a safer, happier environment in which to grow, assistance in the location of missing persons children and adults. and the terminally ill and the disable, promote and educate public awareness on social issues, as well as educational programs, maximize the reach of each organization dedicated to the social welfare, publicize and disseminate information to the various communities, work closely with other agencies and organizations to obtain our goals and raise funds to support the purposes of our organization.

C. To operate exclusively in any other manner for such, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

## ARTICLE VI

### PROHIBITED ACTIVITIES

This Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, now existing or hereafter amended, or by any organization contributions to which are deductible under Section 70(e)(2) of the Internal Revenue Code and its Regulations, now existing or hereafter amended.

## ARTICLE VII

### MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of not less than three (3)

persons. The number of Directors of the corporation shall be (9) nine, provided however, that such numbers may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of the members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at November 4th of each year at 6505 Hwy 17-92 Loughman, Florida 33858, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Rosa A. Mejia	6505 Hwy 17-92 , Loughman, Florida 33858
Julio Nin	128 Royal Palm, Buena Ventura Lakes, Fl 34743
Jose Mejia	6400 Hwy 17-92, Davenport, Florida 33837
Mabel Brugal	337 Drake Elm Dr. Kissimmee, Fl 34743
Kristen Seitz	P.O. Box 10000 Lake Buena Vista Fl.32830
Brian Campbell	P.O. Box 10000 Lake Buena Vista Fl.32830

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Board of Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President	Rosa A. Mejia 6505 Hwy 17-92 , Loughman, Florida 33858
Vice President	Mabel Brugal 337 Drake Elm Dr. Kissimmee, Fl 34743
Secretary	Jose R. Mejia 6400 Hwy 17-92, Davenport, Florida 33837
Treasurer	Yolanda Da'Costa P.O. Box 378 Loughman, Florida 33858

## ARTICLE VIII

### EARNINGS AND ACTIVITIES OF THE CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Article V hereof.

B. No substantial part of the activities of the corporation shall be the carrying 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.

C. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE IX

### DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of, shall be disposed of by a court of competent jurisdiction 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 such court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE X**

### **MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

## **ARTICLE XI**

### **SUBSCRIBERS**

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Kristen Seitz	P.O. Box 10000 Lake Buena Vista FL 32830

## **ARTICLE XII**

### **AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, or any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

## **ARTICLE XIII**

### **DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to educational or charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

## **ARTICLE XIV**

### **INITIAL REGISTERED AGENT AND OFFICE**

## **ARTICLE X**

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## **ARTICLE XIV**

### **INITIAL REGISTERED AGENT AND OFFICE**

The address of this corporation's registered office shall be 6505 Hwy 17-92 Loughman, Florida 33858, with mailing address P.O.Box 823, Loughman, Florida 33858-0863 and the name of its registered agent at said address shall be Rosa A. Mejia.



FILED  
1999 JUL -2 PM 2:31  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

ARTICLE XV  
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 17 day of June, 1999.

WITNESSED BY:

Kristen Seitz  
Subscriber      Kristen Seitz

17 date of, June, 1999

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of s. 607.0502 and all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Rosa A. Mejia  
Rosa A. Mejia - Registered Agent

17 date of, June, 1999

STATE OF FLORIDA  
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared Rosa A. Mejia and Kristen Seitz, and to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17 day of, June, 1999.

Cheryl A. Ennis  
Notary Public

My Commission Expires: August 05, 2000



Cheryl A Ennis  
My Commission CC574720  
Expires Aug 05, 2000