

114000011239

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

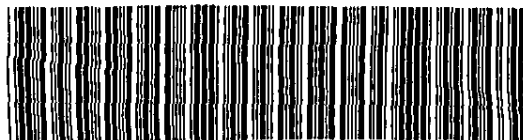
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



200267124462

12/09/14--0100G--019 \*\*87.50

14010-5 11 01  
TALLAHASSEE, FLORIDA

12/10/14 CR

**HOOPER FINANCIAL SERVICES**

**LARRY K. HOOPER**

**1207 S. WASHINGTON AVE.**

**MARSHALL, TX 75670-6214**

**PHONE 903-935-9911 FAX 903-935-9914**

December 4, 2014

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

Re: Friends of Angels Foundation Inc  
Articles of Incorporation

Enclosed please find the Articles of Incorporation for Friends of Angels Foundation Inc.  
Please send the filed articles, the Certificate of Status and the Certified Copy to:

Hooper Financial Services  
1207 S. Washington Avenue  
Marshall, TX 75670-6214

If you have any questions or are in need of any additional information please let me know.

Thank You:



Larry K. Hooper

Articles of Incorporation for:

**FRIENDS OF ANGELS FOUNDATION, INC.**  
A Not-for-Profit Corporation

These Articles of Incorporation were adopted by all the Officers and Directors of the organization at a meeting on the 1 day of Sept, 2014.  
The effective date of these Articles of Incorporation shall be the date of filing.

**ARTICLE I**  
**NAME and ADDRESS**

The name of the corporation shall be:  
**FRIENDS OF ANGELS FOUNDATION, INC.**

The mailing address of the corporation shall be:  
1450 Brickell Bay Drive, Suite 1507, Miami, FL 33131

The principle place of business shall be:  
1450 Brickell Bay Drive, Suite 1507, Miami, FL 33131

**ARTICLE II**  
**TERM OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE III**  
**PURPOSES**

The general purpose of the organization will be to operate a charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law thereto. The Specific purposes for which this organization is being created are to: Create a world where no child loses his life for lack of timely, continuous and quality care. Help children living with difficult diseases in vulnerable communities who have been abandoned by their parents to receive the attention needed to overcome adversity and get healthy. Reduce morbidity and mortality of children with Cancer, HIV-AIDS and severe genetic diseases. Create mechanisms to break down barriers of access for children with difficult diseases and poverty conditions to the specialized health services they so desperately need.

## **ARTICLE IV POWERS**

This corporation shall have power to purchase, own, hold, build upon, rent and/or lease property, real, personal and mixed; to receive the gift, devise or bequest property of any character whatsoever and no matter where situated, to sell, convey, mortgage and otherwise dispose of any property in any manner, acquire by it, and at any time; to contract, sue and be sued in its corporate name; to have a corporate seal should it so desire; to indemnify its directors and officers; to adopt, amend, repeal or alter such bylaws as its Board of Directors may, from time to time, hereafter adopt, and in general, to do any and all things as may be necessary or proper to carry out the objectives and purposes for which this corporation is formed, and as may be permissible by law governing non-profit corporations in the State of Florida.

## **ARTICLE V BOARD OF DIRECTORS**

Except as limited by the Articles of Incorporation the affairs of this corporation shall be managed and its corporate powers exercised by the Board of Directors. Each Director shall be appointed and may be removed by the Board of Directors by vote. The manner in which directors are elected or appointed is stated in the By-Laws of the Corporation.

## **ARTICLE VI ADDITIONAL BOARDS**

The corporation may also have a non-governing Advocacy Board, whose members shall be appointed and may be removed by the Board of Directors and whose duties shall be identified and described in the bylaws of the corporation.

## **ARTICLE VII OFFICERS, DIRECTORS & INCORPORATORS**

The following individuals are the incorporators, and the initial officers and Directors of the corporation:

<u>Name</u>	<u>Title</u>
EDGAR LEANO 10955 WATEROAK MANOR BOCA RATON, FL 33498	PRESIDENT AND DIRECTOR
MARTHA LUCIA PATEMINI 113 BLACK RIVER ROAD FLETCHER, NC 28732	VICE-PRESIDENT AND DIRECTOR
RODRIGO ANDRES FALLA MEJIA 3144 SCOTCH CREEK ROAD COPPELL, TX 75019	SECRETARY AND DIRECTOR

PAOLA ORJUELA SCHÄMBACH  
6605 BLACKWOOD  
WAXHAM, NC 28173

TREASURER AND DIRECTOR

GERMAN ALBERTO MURCIA MENDEZ  
AVENIDA CIRCUNVALAR  
NO. 83-29 APTO 502  
BOGOTA, COLUMBIA

DIRECTOR

JOSE FERNANDO QUINTERO HERNANDEZ  
CRA 11 B NO 134 A 53  
BOGOTA, COLUMBIA

DIRECTOR

The Board of Directors shall consist of at least FIVE members at all times who are unrelated by blood or marital relationship and who have no outside business relationship other than the conduct of the affairs of this or any other organization exempt from tax under section 501(c)(3) of the Internal Revenue Code of 1986.

#### **ARTICLE VIII BYLAWS**

The bylaws of this corporation shall be adopted, modified, or repealed by the Board of Directors.

#### **ARTICLE IX AMENDMENTS**

These Articles of Incorporation may be amended by the Board of Directors of the corporation at any regular or special meeting called by the Board of Directors for that purpose. There are no members entitled to vote on such amendments.

#### **ARTICLE X CONDUCT OF AFFAIRS**

The business and affairs of the corporation shall be conducted in a manner consistent with the provisions of the Articles of Incorporation and bylaws of the corporation. The Board of Directors shall consist of at least FIVE members at all times who are unrelated by blood or marital relationship and who have no outside business relationship other than the conduct of the affairs of this or any other organization exempt from tax under section 501(c)(3) of the Internal Revenue Code of 1986.

## **ARTICLE XI**

### **LIMITATIONS ON ACTIVITIES**

The purposes for which the corporation is organized are to operate exclusively for religious, charitable, educational and distinct ecclesiastical purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law thereto. Such purposes shall include and be limited by the following: FRIENDS OF ANGELS FOUNDATION, INC. is not organized for pecuniary gain or profit, nor shall it have the power to issue certificates of stock or declare dividends and, no part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its directors officers, or any other private persons, except 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 of the corporation. 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. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt for Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or a corporation, contributions to which are deductible under Sections 170 (c)(2) and 509 (a) (1) of the Internal revenue code of 1986, or the corresponding provision of any future United States Internal Revenue law.

## **ARTICLE XII**

### **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations selected by the Board of Directors which have qualified for exemption under Section 501(c)(3) and 170 of the Internal Revenue Code of 1986, or the corresponding provisions of any future Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law, and none of its assets will be distributed to any officer, or director of this corporation, or any other private purpose or enterprise, The corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon a not-for-profit corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 who has been recognized by the IRS as a 501(c)(3) organization.

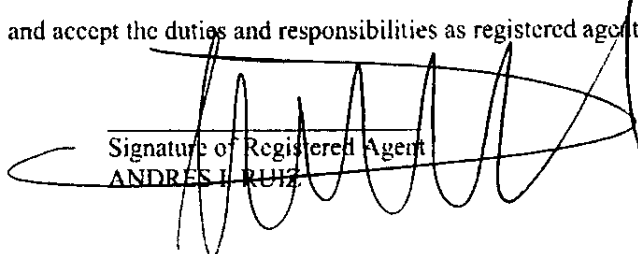
**ARTICLE XIII  
REGISTERED OFFICE AND AGENT**

The name and the street address of the initial registered agent is:

Registered Agent: ANDRES I. RUIZ  
Registered Office: 1450 BRICKELL BAY DRIVE, SUITE 1507  
City, State, Zip: MIAMI, FL 33131

I am hereby familiar with and accept the duties and responsibilities as registered agent for the said corporation.

Signature of Registered Agent  
ANDRES I. RUIZ



These Articles of Incorporation were adopted by all of the following Officers and Directors of the organization at a meeting on the 0 day of Sept, 2014.

  
EDGAR LEANO, PRESIDENT

FILED  
14 DEC -9 PM 2:01  
CLERK OF DISTRICT COURT  
MIAMI, FL