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Florida Department of State

Division of Corporations
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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

H.E.L.P. OF SOUTH FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 13, 2000

EMPIRE

SUBJECT: H.E.L.P. OF SOUTH FLORIDA, INC.
REF: W00000001082

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
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**ARTICLES OF INCORPORATION
OF
H.E.L.P. of South Florida, Inc.
(a non-profit organization)**

The undersigned , acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation;

FIRST: The name of the Corporation shall be H.E.L.P. of South Florida , Inc.

SECOND: The principal business and mailing address of the Corporation is :

1901 S.W. 1st Street
Miami, Fl 33135

THIRD: The specific purpose(s) for which the Corporation is organized is (are).

Charitable, Healthcare, Education and Legal Orientation including Social and Immigration and Naturalization Programs. H.E.L.P. of South Florida , Inc. , shall implement it's Project H.E.L.P. which means, Health, Education and Legal Programs. It is intended that the Corporation shall have the status of corporation that is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501 (c) (3) of the Code. These Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from Federal income tax under section 501 (c) (3) of the Code. Further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition for any candidate for public office.

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FOURTH: The manner in which directors are elected or appointed is as follows:
as stated in the by-laws of H.E.L.P. of South Florida, Inc.
The initial Board of Directors shall be as follows:

Name	Address
Argelio Alfonso	1762 Coral Way Miami, Fl 33145
Jose Miguel Roig	1762 Coral Way Miami, Fl 3314
Eduardo Cantera	1762 Coral Way Miami, Fl 33145
Josephine Guzman Cantera	1762 Coral Way Miami, Fl 33145

FIFTH: The corporate powers of this Corporation are as provided in section 617.0302, Florida Statutes, unless limited are as follows: only as limited by the laws of H.E.L.P. of South Florida, Inc.

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

Eduardo Cantera, Esq.
1762 Coral Way
Miami, Fl 33145

SEVENTH: The affirmative vote of two-thirds (2/3) of the total Directors shall be required to adopt or approve the following actions:

- (1) Liquidation or dissolution of the Corporation; or,
- (2) Merger, consolidation or transfer of substantially all the assets of the Corporation; or,
- (3) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Corporation or adoption of new Articles of Incorporation or Bylaws.
- (4) Change in the number of Directors.

The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.

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EIGHTH: Except as provided in Article SEVENTH, the affirmative vote of a majority of the Directors shall be required for the authorization or taking of any action by the Directors.

NINTH: Upon the dissolution of the Corporation, the Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation to the Federation, provided that the Federation in then a qualified organization. If the Federation is not qualified organization, then the assets of the Corporation shall be distributed in such manner as the Corporation's Directors shall determine, but the assets shall be distributed only to qualified organizations. If the Directors cannot agree upon a qualified organization the Directors shall transfer all of the assets of the Corporation to a court of competent jurisdiction for disposition.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Miami, Florida, this 7th day of January, 2000.

a Florida not for profit organization


ARGELIO ALFONSO-Incorporator


JOSE MIGUEL RUIZ-Incorporator


EDUARDO CANTERA-Incorporator


JOSEPHINE G. CANTERA-Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/ registered agent, in the State of Florida.

- 1.The name of the corporation is: **HELP OF SOUTH FLORIDA, INC.**
- 2.The name and address of the registered agent and office is:

**EDUARDO CANTERA,ESQ.
1762 Coral Way
Miami, Florida 33145**

**HAVING BEEN NAMED AS REGISTERED AGENT AND
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 ALL STATUTES RELATING TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY
POSITIONS AS REGISTERED AGENT.**

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TALLAHASSEE, FLORIDA

Signature 

Date 1/13/00

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