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FLORIDA NON-PROFIT CORPORATION

HAVEN OF HOPE MIAMI, INCORPORATED.

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Prepared by:
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HAVEN OF HOPE MIAMI, INCORPORATED

A Not-For-Profit Corporation

Whereas, HAVEN OF HOPE MIAMI, INCORPORATED is desirous of forming an entity to minister to the homeless, the hungry and the naked;

We, the undersigned subscribers to these Articles of Incorporation, being not less than three natural persons competent to contract, do hereby associate ourselves together for the purpose of forming such a non-profit corporation under the laws of the State of Florida, more specifically Chapter 617.

Article I

Name

The name of the corporation is HAVEN OF HOPE MIAMI, INCORPORATED.

Article II

ADDRESS

The principal office and mailing address shall be 2610 NW 119 Street, Miami, Florida, 33167.

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Article III

PURPOSES AND POWERS

The purposes for which the corporation exists and its powers, are as follows:

- A. To minister to the homeless, the hungry and the naked;
- B. To transport the homeless to a corporation facility to be bathed, fed and clothed;
- C. To minister to battered women;
- D. To form alliances with agencies for funding;
- E. To operate exclusively for such charitable/religious purposes as will qualify it as an exempt organization under section 501(c) (3) of the Internal Revenue code of 1954, or the corresponding provision of any future United States internal revenue law.
- F. This Corporation will not carry on any other activities not permitted to be carried on by {a} 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} a corporation, contributions to which are deductible under section 1709 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

Article IV

LIMITATION

The Corporation is a not for profit corporation under Chapter 617 of the laws of the State of Florida. The Corporation is not formed for pecuniary gain.

No part of the net earnings of the corporation shall be

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to the benefit of, or be distributable to its members or any other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and contributions in furtherance of the purposes set forth in the Articles.

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

Article V

DISSOLUTION

If the Corporation is formally dissolved by the Board of Directors, or becomes extinct by reason of the dispersal of its members, the abandonment of its work, or other cause, such property as the Corporation may have, both real and personal, and including subsidiary or subordinate civil agencies or corporations, shall be held, used, transferred or applied for such uses, purposes or trust as the Board of Directors may direct, limit, or appoint, or such property may be sold or disposed of as the Board of Directors may direct.

Article VI

TERM

The term of the Corporation shall be perpetual unless dissolved according to law.

Article VII

DIRECTORS

The Management of the Corporation shall be vested in a Board of Directors of not less than three Directors. The Members shall elect the Directors annually, in accordance with the by-

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laws of the Corporation.

The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Name	Address
Albert Guthrie	6004 NW 201 Terr, Miami, Fl, 33015
Livingston Knowles	8925 NE 9 th Court, Miami Shore, Fl, 33138
Guy Peart	20009 NW 66 Place, Miami, Fl, 33015
Vaspert Creary	3750 NW 204 th Street, Miami, Fl, 33055
Llewelyn Sandy	3058 NW 203 Lane, Carol City, Fl, 33056
Kingsley Powell	2118 Plunkett Street, Hollywood, Fl, 33020
Sonia Guthrie	6004 NW 201 Terr, Miami, Fl, 33015
Pansy Henry	9740 Atlantic Drive, Miramar, Fl, 33025
Lynette Peart	1009 NW 66 Place, Miami, Fl, 33015

Article IIX

OFFICERS

The officers of the Corporation shall be a President, a Vice-President, a Secretary, Treasurer, and such other Officers as may be elected by the Director from time to time. Two or more offices may be held by the same person, except that the same person may not be President and Secretary simultaneously. The officers shall be elected and committees may be established by the Board of Directors in accordance with the By-Laws of the Corporation. The following persons are to serve as officers until the first election thereof:

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Name	Office
Sonia Guthrie	President
Pansy Henry	Vice-President
Lynette Peart	Secretary/Treasurer

Articles IX

INDEMNIFICATION

The corporation shall indemnify and advance expenses to {to the fullest extent authorized or permitted by law}, any person made or threatened to be made, a party to any action, suit or proceeding, by reason of the fact that the person is or was an Officer or Director of the corporation or is or was serving at the request of the corporation, partnership, joint venture, trust, or other enterprise.

Unless otherwise expressly prohibited by law, and except as otherwise provided in the foregoing paragraph, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify or advance expenses to any person made or threatened to be made, a party to any action, suit or proceeding by reasons of the facts stated above.

Article X

REGISTERED OFFICE AND AGENT

The Street address of the registered office of the Corporation in the state of Florida is: 2610 NW 119th Street, Miami, Fl, 33167, and the name of its initial registered agent at such address shall be Albert Guthrie.

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Article XI

BY-LAWS

The power to adopt, alter, amend, repeal, rescind or adopt new By-laws, shall be vested in the Board of Directors of this corporation, and shall be by majority vote. The By-Laws of this corporation shall be for the government of the corporation and may contain any provisions of requirement for the corporation, provided the same is not inconsistent with the Articles of Incorporation or contrary to the laws of this state or of the United States.

Article XII

AMENDMENTS

The Corporation, through its Board of Directors, reserves the right to amend, repeal, alter or change any provision contained in these Articles of Incorporation, or any amendment to them, in the manner now or hereafter prescribed by statute, and all rights and privileges conferred upon the Officers and Director are subject to this reservation.

Proposed amendments may be voted on at any annual meeting or special meeting by a two-thirds vote of the members present, provided that a full reading of the proposed changes (or a printed distribution of the same) shall have been made in connection with the call of the meeting. All amendments must be approved in writing by the Board of Directors before becoming effective.

Article XIII

NON STOCK BASIS

This Corporation is organized on a non stock basis. This corporation shall not issue share of stock.

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Article XIV

SUBSCRIBERS

The names and residence address of the subscribers to these Articles of Incorporation are as follows:

Name	Address
Albert Guthrie	6004 NW 201 Terr, Miami, Fl, 33015
Sonia Guthrie	6004 NW 201 Terr, Miami, Fl, 33015

In Witness Whereof, we have subscribed our names and seals this the 19th day of January, 2000.

Albert Guthrie
Albert Guthrie

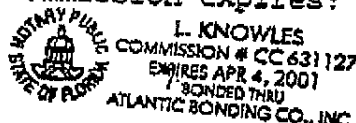
Sonia Guthrie
Sonia Guthrie

State of Florida)
) ss
County of Dade..)

Before me personally appeared Albert & Sonia Guthrie who produced as identification: DRIVER LICENSE and DRIVER LICENSE, respectively, or are to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me, that they executed said instrument for the purpose therein expressed.

Witness my hand and official seal, this the ____ day of January, 2000, in the aforesaid County and State.

L. Knowles
Notary Public
My Commission expires:

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CERTIFICATE DESIGNATING REGISTERED OFFICE FOR SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING REGISTERED
UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Florida Statutes 617.0501, the
following is submitted:

That HAVEN OF HOPE MIAMI, INCORPORATED, desiring to qualify
under the laws of the State of Florida, with its principal place
of business 2610 NW 119 Street, Miami, Fl, 33167 has appointed
ALBERT GUTHRIE as its Registered Agent to accept Service of
Process within the State of Florida.

ACCEPTANCE

Having been named as Registered agent and designated to
accept service of process for the above named corporation at 2610
NW 119 Street, Miami, Fl, 33167;

I DO HEREBY AGREE TO ACT IN THIS CAPACITY and agree to
comply with the provisions of all statutes relating to the proper
and complete performance of my duties. I am familiar with and
accept the obligations of my position as registered agent.

Dated this 19th day of January, 2000.

Albert Guthrie
ALBERT GUTHRIE

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