

700000001437

TRANSMITTAL LETTER

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

900003150368--2  
-02/28/00--01151--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: International Children's Aid Incorporated  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kathleen M. Crowley  
Name (Printed or typed)

17522 NW 7th CT  
Address

Pembroke Pines, FL 33029  
City, State & Zip

(954) 442-2230  
Daytime Telephone number

FILED  
2000 FEB 28 AM 7:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL CHILDREN'S AID**

FILED  
2000 FEB 28 AM 7:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I**

**NAME**

The name of the corporation shall be INTERNATIONAL CHILDREN'S AID INCORPORATED.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 17522 Northwest 7<sup>th</sup> Court, Pembroke Pines, Florida 33029.

**ARTICLE III**

**PURPOSE**

This corporation is organized exclusively for charitable purposes, more specifically to improve the lives of children and families of all faiths and ethnic groups worldwide. The intent of the organization is to build societies by improving the survival and viability of the world's poorest and most at risk populations. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE IV**

**MEMBERSHIP/BOARD OF DIRECTORS**

1. The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.
2. Members of the first Board of Directors shall serve until the first annual meeting on the anniversary of their term expiration as provided in the bylaws, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

3. Board role, size, and composition. The board is responsible for overall policy and direction of INTERNATIONAL CHILDRENS AID INCORPORATED, and may delegate responsibility for day-to-day operations to the staff and committees. The board shall have up to twenty and not fewer than three members. The board receives no compensation other than reasonable expenses.

4. Board Elections. Election of new directors or election of current directors to subsequent terms will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

5. Terms. The chair and vice chair shall serve ten year terms. All other board members shall serve two year terms. All board members are eligible for re-election. The number of Directors constituting the first Board of Directors is six, their names and addresses being as follows:

Chair:	Kathleen M. Crowley	17522 NW 7 <sup>th</sup> Court, Pembroke Pines, FL 33029
Vice-Chair:	Robert E. Crowley	17522 NW 7 <sup>th</sup> Court, Pembroke Pines, FL 33029
Secretary:	Mary C. Crowley	358th 14 <sup>h</sup> Street, Brooklyn, NY 11215
Treasurer:	Julie DelVecchio	18161 NW 16 <sup>th</sup> Street, Pembroke Pines, FL 33029
Member:	James J. Crowley	12 Newton Street, Cambridge, MA 02139
Member:	John D. Crowley	26 Chilton Street, Cambridge, MA 02138

## ARTICLE V

### EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provisions of this document, the organization shall not

carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### ARTICLE VI

##### DURATION

The duration of the corporate existence shall be perpetual.

#### ARTICLE VII

##### PERSONAL LIABILITY

No member, officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or Directors be subject to the payment of the debts or obligations of this corporation.

#### ARTICLE VIII

##### DISSOLUTION

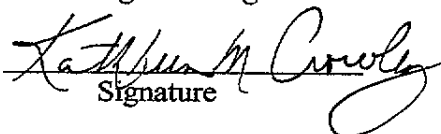
Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the District Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IX

##### REGISTERED AGENT

The name and Florida street address of the initial registered agent is Kathleen M. Crowley, 17522 NW 7<sup>th</sup> Court, Pembroke Pines, Florida, 33029

*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 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.*

  
Signature

Feb 21, 00  
Date

FILED  
2000 FEB 28 AM 7:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE X**  
**INCORPORATORS**

The name and address of the Incorporators to these Articles of Incorporation are:

Robert E. Crowley 17522 NW 7<sup>th</sup> Court, Pembroke Pines, FL 33029

Robert E. Crowley      2/21/00  
Signature                      Date

Kathleen M. Crowley 17522 NW 7<sup>th</sup> Court, Pembroke Pines, FL 33029

Kathleen M. Crowley      2-21-00  
Signature                      Date

Mary C. Crowley 358 14<sup>th</sup> Street, Brooklyn, NY 11215

Mary C. Crowley      2/11/00  
Signature                      Date

Julie DelVecchio 18161 NW 16<sup>th</sup> Street, Pembroke Pines, FL 33029

Julie M. DelVecchio      2/23/00  
Signature                      Date

James J. Crowley 12 Newton Steet, Cambridge, MA 02139

James J. Crowley      2/14/00  
Signature                      Date

The Commonwealth of Massachusetts  
Norfolk, S.S. Date 2/14/00  
Then personally appeared the above named  
James J. Crowley  
and acknowledged the foregoing instrument  
to be his/her free act and deed, before me,  
MICHAEL G. FULLER, Notary Public  
My Commission Expires April 28, 2000  
Michael G. Fuller

John D. Crowley 26 Chilton Street, Cambridge, MA 02138

John D. Crowley      2/15/00  
Signature                      Date

The Commonwealth of Massachusetts  
Norfolk, S.S. Date 2/15/00  
Then personally appeared the above named  
John D. Crowley  
and acknowledged the foregoing instrument  
to be his/her free act and deed, before me,  
MICHAEL G. FULLER, Notary Public  
My Commission Expires April 28, 2000  
Michael G. Fuller

FILED  
2000 FEB 28 AM 7: 32<sup>4</sup>

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE X  
INCORPORATORS

The name and address of the Incorporators to these Articles of Incorporation are:

Robert E. Crowley 17522 NW 7<sup>th</sup> Court, Pembroke Pines, FL 33029

Robert E. Crowley  
Signature

December 31, 1999  
Date

Kathleen M. Crowley 17522 NW 7<sup>th</sup> Court, Pembroke Pines, FL 33029

Kathleen M. Crowley  
Signature

Dec 31, 1999  
Date

Mary C. Crowley 358 14<sup>th</sup> Street, Brooklyn, NY 11215 .

Mary C. Crowley  
Signature

Feb 7, 2000  
Date

Julie DelVecchio 18161 NW 16<sup>th</sup> Street, Pembroke Pines, FL 33029

Julie DelVecchio  
Signature

Jan. 7, 2000  
Date

NOTARY PUBLIC  
Eric Disla  
My Commission CC692086  
Expires December 2, 2001

Eric Disla

EDWARD D. FUSCO  
Notary Public, State of New York  
No. 24-4670501  
Qualified in Kings County  
Commission Expires August 31, 2000

Edward D. Fusco

NOTARY PUBLIC  
Elisa Del Castillo Ortega  
My Commission CC841130  
Expires May 31, 2003

Elisa Del Castillo Ortega