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Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

angel babies forever loved, inc.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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Articles of Incorporation

ANGEL BABIES FOREVER LOVED, INC.

A Florida Not For Profit Corporation

The Undersigned person, acting as the incorporator of a corporation not-for-profit under the Florida Not For Profit Corporation Act, as set for the in Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation for such corporation:

Article I

NAME

The name of the corporation is ANGEL BABIES FOREVER LOVED, INC.

Article II

EXISTENCE

Commencing as of the filing of these Articles, the corporation shall have perpetual existence. The place of business of the corporation shall be at 11211 S. Military Trail #3914, City of Boynton Beach, State of Florida, 33436, or such other place or places as the directors may establish from time to time.

Article III

PURPOSE

The corporation is a not for profit corporation. The purpose for which the corporation is organized is to support grieving parents of infants and to educate the public including, but not limited to, material related to infant loss, through publications, lectures, or otherwise, pursuant to standards adopted by the directors from time to time.

The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

David C. Weaver
Public Accountant
417 New Lake Drive
Boynton Beach, FL 33426
(561) 733-9549

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This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Within One Hundred and Twenty (120) days of the effective date of these Articles, the corporation shall file with the Internal Revenue Service an Application for Determination of Exempt Status to establish its nature as a Section 501 (c)(3) organization.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 11211 S. Military Trail #3914, Boynton Beach, FL 33436. The name of its initial registered agent at such address is Tammy Novak.


I accept service as registered agent
ARTICLE V

MANAGEMENT

With respect to the operation of this corporation, power shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that the number may be changed from time to time by a bylaw duly adopted pursuant to the bylaws of this corporation, but shall not be less than three.

Until the first meeting of the directors, the directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on Thursday April 20, 2000 at 6:00 p.m. at the office of the Registered Agent, 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 three years until the third annual meeting of members following the election of directors and until the qualifications of the successors in office. Annual meetings shall be held at 6:00 p.m. on the 20th day of April of each year at the principal office of the corporation, 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 the board of directors under any provision of law may be taken without a meeting, if all the 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

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action by written consent shall have the same force and effect as if taken by unanimous vote of directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken unanimous written consent of the board of directors without a meeting and that the articles of incorporation and 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 residential addresses of the persons who are to serve as the initial directors are:

Ms. Tammy Novak
1121 S. Military Trail, #3914
Boynton Beach, FL 33436

Ms. Jessica Ntarelli
5601 Holatee Trail
Ft. Lauderdale, FL 33330

Ms. Ruth Mansmith
2730 Twin Oaks Way
Wellington, FL 33414

ARTICLE VI

INCORPORATOR

The name and address of the incorporator is:

Ms. Tammy Novak
11211 S. Military Trail, #3914
Boynton Beach, FL 33436

ARTICLE VII

OFFICERS

Pursuant to the procedures set forth in the by-laws, the board of directors shall elect such officers as are required. 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:

PRESIDENT

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Ms. Tammy Novak
11211 S. Military Trail, #3914
Boynton Beach, FL 33436

SECRETARY

Ms. Jessica Ntarelli
5601 Holatee Trail
Ft. Lauderdale, FL 33330

TREASURER

Tammy Novak
11211 S. Military Trail, #3914
Boynton Beach, FL 33436

ARTICLE VIII

CERTAIN CORPORATE ACTIONS

The bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefore in the bylaws, subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation.

ARTICLE IX

CONSECRATION

The property of this corporation is irrevocably dedicated and consecrated to 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 X

DISSOLUTION

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Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI

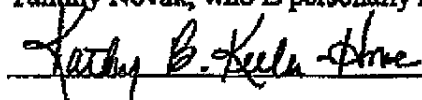
AMENDMENTS

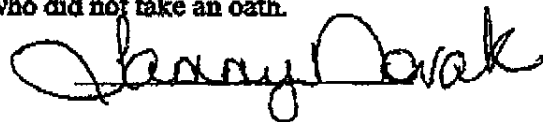
Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a majority of a quorum of members of the corporation.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on April 17, 2000.


(X) Tammy Novak
STATE OF FLORIDA }
COUNTY OF PALM BEACH }

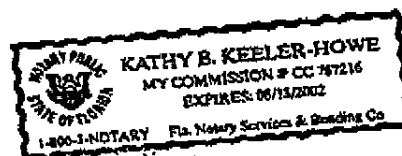
The foregoing instrument was acknowledged before me this 17th day of April by Tammy Novak, who is personally known to me and who did not take an oath.


Kathy B. Keeler-Howe


Tammy Novak

Notary Public,
State of Florida at Large

My commission expires: 8/13/2002



STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I have personal knowledge
of this person

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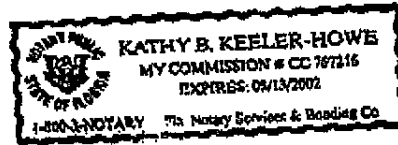
The foregoing instrument was acknowledged before me this 17th day of April by Jessica Natarelli, who is personally known to me and who did not take an oath.

Kathy B. Keeler-Howe

Jessica Natarelli

Notary Public,
State of Florida at Large

My commission expires:



*I have verified this
person by Florida State
license*

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