

TRANSMITTAL LETTER

N00000005128

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

200003337312--5
-07/26/00--01103--002
*****87.50 *****87.50

SUBJECT: International Mission of Humanitarian Assistance and Adoption
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) Referral Service, Inc.

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

00 AUG -7 AM 10:50
FILED
TALLAHASSEE, FL
SECRETARY OF STATE

FROM: Elias Leonard Dsouza
Name (Printed or typed)

14061 Langley Place, suite 101
Address

Davie, FL 33325
City, State & Zip

954-474-5409
Daytime Telephone number

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

W-17814
T. SMITH AUG 07 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 28, 2000

ELIAS LEONARD DSOUZA
14061 LANGLEY PL, STE 101
DAVIE, FL 33325

SUBJECT: INTERNATIONAL MISSION OF HUMANITARIAN ASSISTANCE
AND ADOPTION REFERRAL SERVICE, INC.
Ref. Number: W00000018814

We have received your document for INTERNATIONAL MISSION OF HUMANITARIAN ASSISTANCE AND ADOPTION REFERRAL SERVICE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 200A00041217

**ARTICLES OF INCORPORATION
OF
INTERNATIONAL MISSION OF HUMANITARIAN
ASSISTANCE AND ADOPTION REFERRAL SERVICE, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 NAME

The name of the Corporation is **INTERNATIONAL MISSION OF HUMANITARIAN ASSISTANCE AND ADOPTION REFERRAL SERVICE, INC.**, (hereinafter, "Corporation").

ARTICLE 2 PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida mainly to operate as a humanitarian assistance and aid facilitator to needy persons and charitable organizations domestically and worldwide, to foster and facilitate international and domestic adoptions, improve trade and commerce relationships between third world countries and developed nations, to develop and promote trade associations to protect the interests of those having a common trade, business, financial or professional interest; and to reform abuses relative thereto.

ARTICLE 3. PRINCIPAL OFFICE

The address of the principal office of this Corporation is 14061 Langley Place, Suite 101, Davie, Florida 33325 and the mailing address is the same.

ARTICLE 4- INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elias L. Dsouza
14061 Langley Place, Suite 101
Davie, Florida 33325

ARTICLE 5- OFFICERS

The officers of the Corporation shall be:

President:	Elias L. Dsouza
Vice President:	Claudia Hernandez
Secretary:	Alex D'Mello

ARTICLE 6 DIRECTORS

The Directors shall be elected by a majority vote of the Members of this Corporation.
The Directors of the Corporation shall be:

President: Elias L. Dsouza
Vice President: Claudia Hernandez
Secretary: Alex D'Mello

ARTICLE 7. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 8- CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 9. QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 10. VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 11. LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 12- REGISTERED OFFICE AND REGISTERED AGENT

The address of registered office of this Corporation is International Mission, located at 14061 Langley Place, Suite 101, Davie, Florida 33325. The name and address of the registered agent of this Corporation is Elias L. Dsouza, 14061 Langley Place, Suite 101, Davie, Florida 33325.

ARTICLE 13. EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

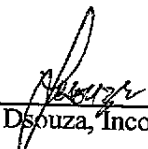
ARTICLE 14- INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 15- AMENDMENT

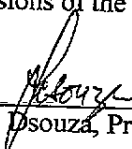
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this _____


Elias L. Dsouza, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

International Mission, 14061 Langley Place, Suite 101, Davie, Florida 33325, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.



Elias L. Dsouza, President

FILED
00 AUG - 7 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA