

NO 10000001711
ABC

ACTION FOR BRAZIL'S CHILDREN, INC.
a florida not for profit corporation

Patron
Jimmy Page

Board of Directors
Jimena Gomez-Paratcha
David C. Silver
Daniela Fernandez
Paul M. Gallarato
Sonia Gomez-Paratcha
Bruce A. Nager

6 March 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Action for Brazil's Children, Inc.
a not for profit corporation

FILED
01 MAR -7 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

We enclose herewith the original and two (2) copies of the proposed Articles of Incorporation of the above captioned corporation.

Please file the original and return a copy and certified copy to our Office.

We enclose our check in the sum of \$78.75 in payment of the Filing Fee and Certified Copy fee.

Thank you for your cooperation in this regard.

Very truly yours,

100003811041--6
-03/08/01--01011--003
*****78.75 *****78.75

B. A. Nager
Bruce A. Nager, Director
Telephone: (954) 779-1121

BAN/rh.
Encl.

350 S.E. Second Street - Suite 500 Fort Lauderdale, Florida 33301
P.O. Box -----, Miami, Florida 333

T. Burch MAR 12 2001

ARTICLES OF INCORPORATION
OF
ACTION FOR BRAZIL'S CHILDREN, INC
A Not For Profit Corporation In Compliance with Chapter 617, F.S.

FILED
01 MAR -7 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be: **Action for Brazil's Children, Inc.**
(hereinafter referred to as the "Charity")

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
350 S. E. 2nd Street, Suite 500, Fort Lauderdale, Florida 33301-1919

ARTICLE III - PURPOSE

This corporation is organized exclusively for charitable purposes. More specifically, the purposes of the Charity ("the Objects") are the relief of suffering among and the maintenance and education of deprived poor or homeless children and young people and their families in Brazil ("the beneficiaries"). To this end, the Charity shall at all times be operated exclusively for charitable, religious, educational and scientific 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, but not limited to, 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 of the Charity's funds, whether income or principal, and whether acquired by gift or contribution or otherwise, and all other assets shall be devoted in furtherance of the Objects as herein set forth.

ARTICLE IV - EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations, activities and powers of the Charity:

(a) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, 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 Objects set forth above.

(b) 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 Charity 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.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Charity shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V - LIMITATIONS

If the Charity shall at any time be a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, or the corresponding section of any future federal tax code, the corporation so long as it shall be such a private foundation, shall distribute its income for each taxable year, at such time and in such manner as not to subject it to tax on undistributed income under Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code, and shall be absolutely prohibited from and shall refrain from engaging in the following acts:

(a) engaging in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(b) retaining any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(c) making any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code; or,

(d) making any taxable expenditures as defined in Section 4948(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI - DISSOLUTION

Upon the dissolution of the Charity, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Charity 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 purpose.

ARTICLE VII - MEMBERSHIP AND BOARD OF DIRECTORS

The Charity shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the Charity's ByLaws.

No Director shall have any right, title or interest in or to any property of the Charity. The number of Directors constituting the first Board of Directors is Six (6). The Incorporators set forth hereinbelow shall be the initial members of the Board of Directors, to serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the Bylaws.

ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is: C T Corporation System, 1200 South Pine Island Road, Suite 250, Plantation, Florida 33323.

ARTICLE IX - INCORPORATORS

The name and address of the Incorporators are:

JIMENA GOMEZ-PARATCHA
Old Mill House
Mill Lane
Clewer Village Near Windsor
Berkshire SL4 5SQ

SONIA GOMEZ-PARATCHA
1404 S.E. Second Court
Fort Lauderdale, Florida 33301

DAVID C. SILVER
350 S.E. 2nd Street - Suite 500
Fort Lauderdale, Florida 33301-1919

PAUL M. SALLARULO
4507 N.E. 25th Avenue
Fort Lauderdale, Florida 33308

BRUCE A. NAGER
15 Pelican Avenue
Fort Lauderdale, Florida 33301

DANIELA FERNANDEZ
16400 Collins Avenue - Villa 4
Miami, Florida 33160

ARTICLE X - CORPORATE DURATION AND EXISTENCE

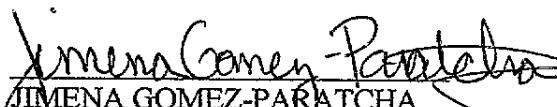
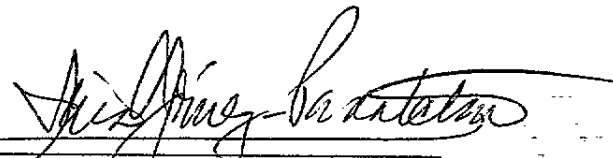
The duration of this corporation is perpetual. The corporate existence of this corporation shall commence on the date these Articles of Incorporation are executed.


ARTICLE XI - PERSONAL LIABILITY AND INDEMNIFICATION


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

11.2 The corporation shall indemnify any and all of its directors or officers or former directors or officers against the expenses actually and necessarily incurred by them, in connection with the defenses of any action, suit or proceedings, in which they or any of them are made parties, or a party by reason of being or having been directors or officers, except in relation to matters as to which any such director or officer, or former director or officer or person, shall be adjudged in such action, suit or proceedings, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the By-laws, agreement, vote of members, chapter 617, Florida Statutes, or otherwise.

The undersigned hereby make, subscribe, acknowledge, and file these Articles of Incorporation on this 1st day of March, 2001.

 JIMENA GOMEZ-PARATCHA Old Mill House Mill Lane Clewer Village Near Windsor Berkshire SL4 5SQ	 SONIA GOMEZ-PARATCHA 1404 S.E. Second Court Fort Lauderdale, Florida 33301
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DAVID C. SILVER
350 S.E. 2nd Street - Suite 500
Fort Lauderdale, Florida 33301-1919


PAUL M. SALLARULO
4507 N.E. 25th Avenue
Fort Lauderdale, Florida 33308

BRUCE A. NAGER
15 Pelican Avenue
Fort Lauderdale, Florida 33301

~~DANIELA FERNANDEZ~~
16400 Collins Avenue
Miami, Florida 33160


STATE OF FLORIDA)
)
) *MIAMI-DADE*) SS.
) ~~COUNTY OF BROWARD~~)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JIMENA GOMEZ-PARATCHA, to me well known through the production of CALIFORNIA DRIVER LICENSE, who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily, for the purpose of incorporating ACTION FOR BRAZIL'S CHILDREN, INC, as a corporation under the laws of the State of Florida.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida,
this 1st day of March, 2001.



Joseph Sendra
My Commission CC902755
Expires January 17, 2004




Notary Public, State of Florida

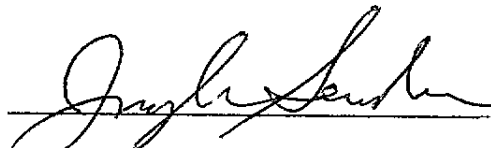
My Commission Expires: 1/17/2004

STATE OF FLORIDA)
COUNTY OF BROWARD) SS. *111A11-042E*

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, SONIA GOMEZ-PARATCHA, to me well known through the production of CALIFORNIA DRIVER LICENSE, who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily, for the purpose of incorporating ACTION FOR BRAZIL'S CHILDREN, INC., as a corporation under the laws of the State of Florida.

WITNESS my hand and official seal at ~~Fort Lauderdale, Broward County, Florida~~ ^{MIAMI MIAMI-DADE FL}, Florida,
this 1st day of March, 2001.

 Joseph Sendra
My Commission CC902755
Expires January 17, 2004


Notary Public, State of Florida

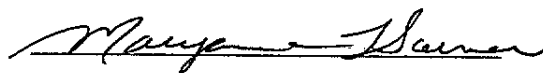
My Commission Expires: 1/17/2004

STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DAVID C. SILVER, to me well known through the production of _____, who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily, for the purpose of incorporating ACTION FOR BRAZIL'S CHILDREN, INC., as a corporation under the laws of the State of Florida.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida,
this 5th day of March, 2001.

 Maryanne T. Sarner
Commission # CG 835039
Expires June 21, 2003
Bonded Thru
Atlantic Bonding Co., Inc.


Notary Public, State of Florida

My Commission Expires:

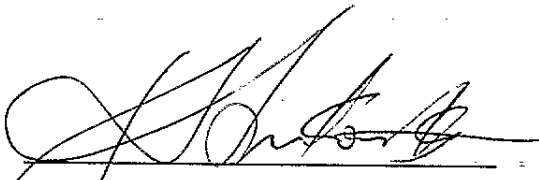
STATE OF FLORIDA)
) ss.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, PAUL M. SALLARULO, to me well known through the production of DRIVER LIC FD-, who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily, for the purpose of incorporating ACTION FOR BRAZIL'S CHILDREN, INC., as a corporation under the laws of the State of Florida.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida,
this 5 day of March, 2001.



Jacob J. Strikowski
Commission # CC954925
Expires Aug. 27, 2004
Bonded Thru
Atlantic Bonding Co., Inc.



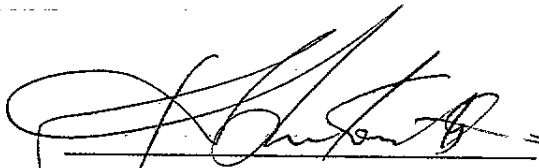
Notary Public, State of Florida

My Commission Expires:

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, BRUCE A. NAGER, to me well known through the production of DRIVER LIC ID, who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily, for the purpose of incorporating ACTION FOR BRAZIL'S CHILDREN, INC., as a corporation under the laws of the State of Florida.

WITNESS my hand and official seal at Fort Lauderdale, Broward County, Florida,
this 5 day of March, 2001.



Notary Public, State of Florida

My Commission Expires:



Jacob J. Strikowski
Commission # CC954925
Expires Aug. 27, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

STATE OF FLORIDA)
) SS.
COUNTY OF Miami-Dade Broward)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, DANIELA FERNANDEZ, to me well known through the production of FLORIDA DRIVER LICENSE, who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily, for the purpose of incorporating ACTION FOR BRAZIL'S CHILDREN, INC., as a corporation under the laws of the State of Florida.

WITNESS my hand and official seal at Fort Lauderdale, ^{MIAMI-DADE} ~~Broward County~~, Florida,
this 1st day of March, 2001.



Joseph Sendra
My Commission CC902755
Expires January 17, 2004

Joseph Sendra

Notary Public, State of Florida

My Commission Expires: 1/17/2004

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Barbara A. Burke

BARBARA A. BURKE
SPECIAL ASSISTANT SECRETARY