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From:  
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FLORIDA NON-PROFIT CORPORATION

A GIFT FROM THE HEART, CORP.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF  
A GIFT FROM THE HEART, CORP.  
In Compliance with Chapter 617, F.S. (Not for Profit)**

**ARTICLE I  
NAME**

The name of this Corporation is A GIFT FROM THE HEART, CORP., a not for profit corporation.

**ARTICLE II  
PRINCIPAL OFFICE**

Its principal office and mailing address is c/o Susy Ribero-Ayala, 2420 Coral Way, Miami, Florida 33145.

**ARTICLE III  
PURPOSE**

This Corporation is being formed for the following purposes:

a. The purpose for which the Corporation is being organized is to encourage children and young adults to help their fellow man and to raise funds for charitable causes.

b. The general purpose for which this Corporation is being organized is to operate exclusively for such social purposes as will qualify it as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent Federal Tax Laws, including, but not limited to, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code; and also for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

c. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.

d. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

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ARTICLE IV  
MANNER OF ELECTION

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE V  
INITIAL DIRECTORS

The Corporation shall initially three (3) directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than three. The name and address of the initial directors of this Corporation is:

<u>Name</u>	<u>Address</u>
Kathy Gutierrez	6330 S.W. 50 <sup>th</sup> Street Miami, Florida 33155
Susy Ribero-Ayala	2420 Coral Way Miami, Florida 33145
Maria Catalina Gutierrez	6330 S.W. 50 <sup>th</sup> Street Miami, Florida 33155

ARTICLE VI  
INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered office of the Corporation is c/o Susy Ribero-Ayala, 2420 Coral Way, Miami, Florida 33145, and the name of the initial registered agent of this Corporation is Susy Ribero-Ayala.

ARTICLE VII  
INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the fullest extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's

fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

#### ARTICLE VIII PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third thereof. No substantial part of the activities of the Corporation shall be carrying on of 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE IX TERM OF EXISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE X DISSOLUTION

Upon dissolution of the Corporation, 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 federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation 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.

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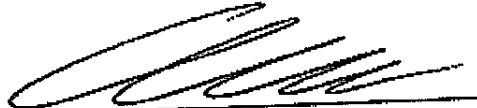
**ARTICLE XI**  
**INCORPORATOR**

The name and address of the person signing these Articles is:

Aileen Ortega, Esq.

2420 Coral Way  
Miami, Florida 33145

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation on this 15<sup>th</sup> day of March, 2001.



Aileen Ortega, Esq.

**ACKNOWLEDGMENT**

STATE OF FLORIDA

COUNTY OF MIAMI-DADE  
NOTARY PUBLIC  
SEAL OF OFFICE:

) On this the 15<sup>th</sup> day of March, 2001, before me, the  
) undersigned Notary Public of the State of Florida,  
) personally appeared Aileen Ortega whose name is  
) subscribed to the within instrument, and  
) she acknowledges that she executed it.

WITNESS my hand and official seal.

Print Name:

NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

☒ Personally known to me, or  
☐ Produced identification:



Gisela Martha Tramazzo  
My Commission CC787047  
Expires December 12, 2002

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PHONE NO. : 305

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH**

That A GIFT FROM THE HEART, CORP. desiring to organize under the laws of the State of Florida, has named SUSY RIBERO-AYALA, at 2420 Coral Way, Miami, Florida 33145, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

Dated this \_\_\_\_ day of March, 2001.

**REGISTERED AGENT:**

SUSY RIBERO-AYALA

By: \_\_\_\_\_

Susy Ribero-Ayala

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