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FLORIDA NON-PROFIT CORPORATION

MISSING ANGELS, INC.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF**

**MISSING ANGELS, INC.  
A Florida Corporation Not For Profit**

**ARTICLE I**

**Name**

**The name of this corporation is: MISSING ANGELS, INC.**

**ARTICLE II**

**Statement of Corporate Nature**

**This is a nonprofit corporation organized solely for general charitable and educational purposes pursuant to the Florida Not For Profit Act.**

**ARTICLE III**

**General and Specific Purposes**

**The specific and primary purposes for which this corporation is formed is to locate missing children and adults on behalf of charitable organizations, churches and on behalf of persons who do not have economic resources to pay for a search of missing persons. The corporation will effect the distribution of its funds for such purposes, and particularly for the distribution of educational materials pertaining to locating missing children and adults, including, but not limited to, the distribution of books, recordings, pamphlets, and all kinds of literature and sound and/or video recordings, films, etc., pertaining to or in any way related to locating missing children and adults and connected fields.**

**These Articles were prepared by :  
Jose M. Cervera, Esquire  
782 N.W. 42<sup>nd</sup> Avenue, Suite 329  
Miami, Florida 33126**

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The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 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.

No part of this Corporation's net earnings may enure to benefit any private shareholder or individuals.

No substantial part of this Corporation activities should include propaganda or other attempts to influence legislation.

Notwithstanding any other provision of these Articles, this 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 of 1954 or the corresponding provision of any future United States Internal Revenue law.

This corporation shall not, participate or intervene in political campaign for candidates for public office by publishing or distributing statements or otherwise.

#### ARTICLE IV

##### Date of Commencement and Duration of Corporate Existence

The effective date of this Corporation is the date of filing with the Secretary of State. This corporation shall have perpetual existence.

#### ARTICLE V

##### Directors

There shall be three members of the initial Board of Directors of the

Corporation. The names and addresses of the persons who will serve as Directors until the first election thereof is as follows:

Angela Jimenez  
16090 N.E. Miami Drive  
North Miami Beach, FL 33162

Maria Castillo  
3102 Arcadia Drive  
Miramar, Florida 33023

Ruben Gamboa  
20533 Biscayne Blvd., #116  
Aventura, FL 33180

These Directors are persons competent to contract.

1. The term of office of each Director shall be indefinite.
2. Any vacancy in the Board of Directors, including vacancies created by any increase in the number of Directors, shall be filled by a majority vote of the rest of the Board of Directors, or by the remaining Director, if any one director remains on the Board.
3. The Board of Directors shall have from two to ten members.
4. Any Director may be removed with or without cause by the vote of (3/4) of the members of the Board of Directors at a special meeting held for that purpose. At such meeting, any vacancy caused by a removal may be filled.
5. No member at the Board of Directors shall receive any compensation from the corporation.
6. Meetings shall be held at each place or places as the Board of Directors, may from time to time, by resolution designate or, in the absence of such designated set forth on the bylaws.

## **ARTICLE VI**

### **Members**

The Corporation shall have at least one member, and said members shall be:

1. Members of the Board of Directors, as herein defined.
2. Any person who is in accordance with the purpose of the Corporation, is willing to work for their furtherance and will make a commitment to comply with the articles and/or any bylaws or regulation issued by that Board, who is approved by such member by the Board of Directors.
3. The Board of Directors shall have the right, at its discretion, to cancel the membership of any member.

## **ARTICLE VII**

### **OFFICERS**

The affairs of the Corporation are to be managed by a President, a Vice-President, a Secretary, and a Treasurer.

All such officers must be members of the board of Directors and shall be elected by the Board of Directors at the first meeting of th Board of Directors in the Month of March every year, and will have the functions and duties set forth in the bylaws.

## **ARTICLE VIII**

### **Powers of the Corporation**

The corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts

and things, and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any and all purposes for which the Corporation is organized including the power to contract, rent, buy or sell personal or real property. The Corporation shall also aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of the purposes of the Corporation, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereafter amended from time to time.

#### ARTICLE IX

##### Bylaws

1. The Board of Directors of this corporation may provide such bylaws for the conduct of its business and the carrying out of its purpose as they may deem necessary from time to time.

2. The Bylaws may be amended, altered, or rescinded by a majority vote of the Board members present and voting, provided, however, that written notice of intent to change the bylaws and copy of the proposed changes shall have been mailed to all Board members, at least ten (10) days prior to such a meeting, and provided that a quorum is present.

#### ARTICLE X

##### Amendments to Articles

These Articles of Incorporation may be amended at a regular meeting of the

Board of Director by a majority vote of all Board members, provided, however, that written notice of intention to submit such amendments and copy of proposed amendments has been mailed to all Board members at least ten (10) days prior to such a meeting.

#### ARTICLE XI

##### Location And Registered Agent

The initial office of this Corporation is at 16090 N. E. Miami Drive, North Miami Beach, Florida 33162 and the registered agent is ANGELA JIMENEZ, whose address is 16090 N.E. Miami Drive, North Miami Beach, Florida 33162.

#### ARTICLE XII

##### Non-Profit Character

The corporation is not organized for profit, and no part of the net earnings of the Corporation shall emure to the benefit of any private shareholder or individual. In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property of its proceeds, and the balance of all money and property received by the Corporation from any source after the payment of all debts and obligations of the Corporation, shall be used or distributed subject to the Non-Profit Corporation Law of the State of Florida, exclusively for the purposes within those set forth in Article Three of these Articles and within the intendment of Section 501 (c)

of the Internal Revenue Code as it presently exists and its regulations as the same may now exist or as they may be hereafter amended from time to time. In the event of dissolution, the residual of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections at any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

## XIII

## Incorporators

The name and address of the subscribers of these Articles of Incorporation are:

Angela Jimenez  
16090 N. E. Miami Drive  
North Miami Beach, FL 33162

IN WITNESS WHEREOF, I have subscribed my name this 14 day of MARCH 2001.

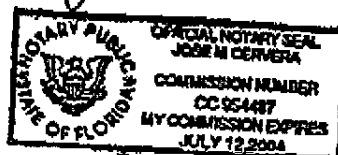
Angela Jimenez  
ANGELA JIMENEZ

STATE OF FLORIDA     )  
                                  ) ss  
COUNTY OF DADE )

I HEREBY CERTIFY that on this 14<sup>th</sup> day of March, 2001, before me, a notary public, duly authorized to take oaths and acknowledgments in the State and County named above, personally appeared ANGELA JIMENEZ, personally known to me to be the person described as subscriber in and who executed these Articles of Incorporation and acknowledged before me that she subscribed the same.

Jose M. Cervera  
NOTARY PUBLIC

My commission expires:





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Having been named to accept service of process for the above stated corporation at the place designated above, I hereby agree a 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.

  
ANGELA JIMENEZ

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