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**FLORIDA NON-PROFIT CORPORATION****HELPING OTHER INTERNATIONAL, INC.**

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**FLORIDA DEPARTMENT OF STATE**  
**Katherine Harris**  
**Secretary of State**

May 11, 2001

**EMPIRE**

**SUBJECT: HELPING OTHERS INTERNATIONAL, INC.**  
**REF: W01000010737**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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**ARTICLES OF INCORPORATION**  
Incompliance with Chapter 617, F.S., (Not for Profit)

**ARTICLES OF INCORPORATION OF HELPING OTHERS INTERNATIONAL, INC.**

The undersigned, acting as incorporators of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

**ARTICLE I**

The name of the corporation and principle place of business is:  
Helping Others International, Inc.

211 NW 25 Avenue, Miami, FL 33125

**ARTICLE II**

The period of duration of the Corporation is perpetual.

**ARTICLE III**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any

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private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in, including the publication or distribution of statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

#### ARTICLE IV

The qualifications for members and the manner of their admissions shall be regulated by the by-laws.

#### ARTICLE V

The initial street address in the state of Florida of the initial registered office of the Corporation is 211 NW 25 Ave. Miami, Fl. 33125 the name of the initial registered agent at such address is Raul Orozco.

#### ARTICLE VI

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

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## ARTICLE VII

The initial board of directors shall consist of at least three (3) members, of which one needs to be a resident of the state of Florida.

## ARTICLE VIII

The names and addresses of the persons who shall serve as directors until the first term expires, or until their successors shall have been elected and qualified, are as follows:

President-Raul Orozco 211 NW 25 Ave. Miami, Fl. 33125  
 Vice-President-John Godson 150 NW 25 Ave. Miami, Fl. 33125  
 Treasurer-Celso Menzies 426 NW 32 St. Miami, Fl. 33137  
 Secretary-John Godson 150 NW 25 Ave. Miami, Fl. 33125

## ARTICLE IX

The name and address of the initial incorporator as follows:

Raul Orozco 211 NW 25 Ave. Miami, Fl. 33125

## ARTICLE X

The manner in which the directors are elected or appointed will be stated in the by-laws.

Having been named as registered 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.

Raul Orozco  
 Signature/Registered Agent

5-10-01  
 Date

Raul Orozco  
 Signature/Incorporator

5-10-01  
 Date

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