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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

AMERICAN FRIENDS OF KIDS FOR KIDS, INC.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF**

**AMERICAN FRIENDS OF KIDS FOR KIDS, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)**

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The undersigned forms a not for profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and hereby certifies as follows:

ARTICLE I - NAME

The name of the Corporation shall be American Friends of Kids for Kids, Inc.

ARTICLE II - MAILING ADDRESS OF CORPORATION

The principal place of business and mailing address of the Corporation is 14600 S.W. 74 Court, Miami, Florida 33158.

ARTICLE III - PURPOSES OF CORPORATION

Notwithstanding any other provision of these Articles, the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the correspondence provisions of any subsequent federal tax law [the "Code"]).

The purposes of the Corporation shall be:

A. to form an association to enhance the quality of life and benefit the public by funding programs in Israel to assist maimed, orphaned and psychologically injured Israeli Jewish children who are the victims of Arab terrorism.

B. to solicit and raise funds through private sources, and to receive by way of gift, purchase, grant, devise, will or otherwise, real, personal or mixed property, and to hold, use, maintain, lease, donate, pledge, encumber, loan, sell, convey and otherwise dispose of all such property in furtherance of the objectives and purposes of this Corporation;

C. to do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes; and

D. to engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of the State of Florida.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements of) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Code.

ARTICLE IV - POWERS

This Corporation shall possess and exercise all powers and privileges conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.0302 of the Florida Not For Profit Corporation Act.

ARTICLE V - LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, director, trustee or 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.

ARTICLE VI - DIRECTORS

The power of the Corporation shall be exercised, its properties controlled, and its affairs managed by a Board of Directors consisting of no less than three (3) Directors, which number may be increased from time to time as provided in the Corporation's Bylaws. The

method of election and appointment of the Directors of the Corporation shall be as set forth in the Corporation's Bylaws.

The names and residential addresses of the persons who are to serve as the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Abels, M.D.	14600 S.W. 74 Court Miami, Florida 33158
Jackeline Abels	14600 S.W. 74 Court Miami, Florida 33158
Yeshara Gold	14600 S.W. 74 Court Miami, Florida 33158

ARTICLE VII - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

Alan R. Chase, Esquire
Cohen, Chase, Hoffman & Schimmel, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator of the Corporation is as follows:

Alan R. Chase, Esquire
Cohen, Chase, Hoffman & Schimmel, P.A.
9400 S. Dadeland Boulevard, Suite 600
Miami, Florida 33156

ARTICLE IX - COMMENCEMENT AND DURATION

The existence of this corporation shall commence on the 9th day of August, 2001; provided that if such day be unauthorized under law, then on the earliest day allowable

pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE X - BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested in the Board of Directors of the Corporation.

ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION

The power to make, alter, amend, or repeal these Articles of Incorporation shall be vested in the Board of Directors of the Corporation.

ARTICLE XII - DISSOLUTION OF CORPORATION

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed for charitable, educational or scientific purposes to such organizations as shall qualify under section 501(c)(3) of the Code.

The undersigned Incorporator, for the purpose of forming this not for profit Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.



ALAN R. CHASE

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 617, F.S.


ALAN R. CHASE, Registered Agent

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