

# N02800002804

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March 21, 2002

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

100005162291--8  
-03/26/02--01038--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Articles of Incorporation of World Centers of Compassion for  
Children International  
Florida Corporation**

Dear Madam/Sir:

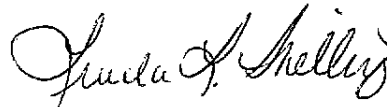
Enclosed herein please find the following:

1. An original and one copy of the Articles of Incorporation of World Centers of Compassion for Children International
2. Check #0481 in the amount of \$78.75 representing the filing fee for a Florida corporation and a certified copy of the Articles of Incorporation
3. Pre-addressed, stamped return envelope

Please return the certified copy of the Articles of Incorporation in the envelope enclosed. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

SACHS, SAX & KLEIN, P.A.



Linda L. Snelling

LLS/gmv  
Enclosures  
cc: Elizabeth M. Williams

FILED  
DIVISION OF STATE  
CORPORATIONS  
02 APR 17 AM 10:49

4-17-02  
[Handwritten initials]



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 2, 2002

LINDA L. SNELLING, ESQ.  
P. O. BOX 810037  
BOCA RATON, FL 33481-0037

SUBJECT: WORLD CENTERS OF COMPASSION FOR CHILDREN  
INTERNATIONAL  
Ref. Number: W02000009130

We have received your document for WORLD CENTERS OF COMPASSION FOR CHILDREN INTERNATIONAL and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Wanda Cunningham  
Document Specialist  
New Filing Section

Letter Number: 502A00019325

**ARTICLES OF INCORPORATION**  
**OF**  
**WORLD CENTERS OF COMPASSION**  
**FOR CHILDREN INTERNATIONAL, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 APR 17 AM 10:49

The undersigned, acting as incorporator of WORLD CENTERS OF COMPASSION FOR CHILDREN INTERNATIONAL, INC., under the Florida Not-For-Profit Corporation Act, Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this Corporation shall be:  
  
WORLD CENTERS OF COMPASSION FOR CHILDREN INTERNATIONAL, INC. (the "Corporation").

**ARTICLE II. COMMENCEMENT OF EXISTENCE AND TERM**

This Corporation's existence shall begin on the date hereof. The Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida, not to exceed fifty (50) years.

**ARTICLE III. INCORPORATOR**

The name and street address of the incorporator is as follows:

Elizabeth Williams  
400 S. Federal Highway, Suite 401  
Boynton Beach, FL 33435

#### **ARTICLE IV. PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 400 S. Federal Highway, Suite 401, Boynton Beach, FL 33435.

#### **ARTICLE V. PURPOSE**

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 the corresponding section of any future federal tax code.

#### **ARTICLE VI. DISTRIBUTION OF ASSETS**

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 V hereof. 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 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 VII. BOARD OF DIRECTORS**

The number of Directors of the Corporation may be increased or diminished from time to time in the manner provided by in the Bylaws but shall never be less than three (3) nor more than twenty five (25). The Board of Directors shall be elected in the manner stated in the bylaws.

#### **ARTICLE VIII. MEMBERS**

The Corporation may have members. The voting rights of the members shall be equal.

#### **ARTICLE IX. DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the 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 a public purpose. 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 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 X. INDEMNIFICATION**

Every person who is or hereafter shall be a Director, Officer or Committee Member of the Corporation shall be indemnified by the Corporation to the fullest extent now or thereafter permitted by law.

#### **ARTICLE XI. BYLAWS**

The Bylaws of the Corporation shall be initially adopted by the initial Board of Directors. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed pursuant to the terms of the Bylaws.

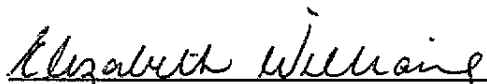
#### **ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION**

An amendment to these Articles of Incorporation may be adopted at any regular or special meeting called for that purpose, of the Board of Directors by the affirmative vote of the majority of the Directors then in office.

#### **ARTICLE XIII. INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of this Corporation is Elizabeth Williams, 400 South Federal Highway, Suite 401, Boynton Beach, FL 33435.

**IN WITNESS WHEREOF**, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 27 day of February, 2002, for the purposes of forming this Not-For-Profit Corporation under the laws of the State of Florida.

  
Elizabeth Williams, Incorporator

STATE OF FLORIDA           )  
  ) ss:  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of February, 2002, by Elizabeth Williams, who is personally known to me or has produced FLORIDA DRIVERS LICENSE as identification.

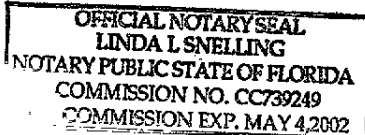
Linda L Snelling

Notary Public

Print/Stamp/Type Name:

Commission Expires:

Commission Number:



Having been named to accept service of process for WORLD CENTERS OF COMPASSION FOR CHILDREN INTERNATIONAL, INC., place designated in the foregoing Articles of Incorporation, I hereby am familiar with and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent for said Corporation.

Dated this 27<sup>th</sup> day of February, 2002.

Elizabeth M Williams  
Elizabeth Williams, Registered Agent