

# No 2000004161

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

600005662546--4  
-05/31/02--01033--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Help for Haitian children, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)



Walk in



Pick up time

2:06



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

DIVISION OF CORPORATIONS

02 MAY 31 AM 11:41

RECEIVED

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAY 31 PM 12:45

FILED

Examiner's Initials

*5/31*

Articles of Incorporation  
of  
HELP For Haitian Children, Inc.,  
A Florida Nonprofit Corporation

FILED  
02 MAY 31 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is HELP For Haitian Children, Inc.

The principal office of this corporation is: 18151 N. E. 31 Court, Suite 205, Aventura, FL 33160.

The mailing address of this corporation is: 18151 N. E. 31 Court, Suite 205, Aventura, FL 33160.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of education of children in Haiti and the receipt and distribution of charitable donations in furtherance of such purpose and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such charitable and/or educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

## ARTICLE V

### AUTHORIZED MEMBERSHIP CERTIFICATES

A. This corporation shall be authorized to issue 100 membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such shares are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such certificates are restricted in the manner described in the Bylaws or any agreement between the members, and that a copy of such bylaws or agreement shall be provided to all members.

C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

## ARTICLE VI

### MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The initial number of Directors of the corporation shall be three (3), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the Corporation on May 1<sup>st</sup> of each year at 10:00 a.m., or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so

act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Name	Address
Arthur Barr	18151 NE 31 Court, #205 Aventura, FL 33160
Florence Barr	18151 NE 31 Court, #205 Aventura, FL 33160
Doris Devensky	60 SW 9 <sup>th</sup> Terrace Boca Raton, FL 33486

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Name	Address
President: Arthur Barr	18151 NE 31 Court, #205 Aventura, FL 33160
Vice President: Florence Barr	18151 NE 31 Court, #205 Aventura, FL 33160
Secretary: Doris Devensky	60 SW 9 <sup>th</sup> Terrace Boca Raton, FL 33486
Treasurer: Doris Devensky	60 SW 9 <sup>th</sup> Terrace Boca Raton, FL 33486

## ARTICLE VII

### EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV hereof.

B. 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 any candidate for public office.

C. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VIII

##### DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IX

##### MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

## ARTICLE X

### SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows: -- (a minimum of one (1) only is required)

Name	Address
Mark J. Lynn	2101 W. Commercial Blvd. Suite 4100 Ft. Lauderdale, FL 33309

## ARTICLE XI

### AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

## ARTICLE XII

### DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

## ARTICLE XIII

### REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 2101 West Commercial Blvd., Suite 4100, Fort Lauderdale, FL 33309 and the name of its registered agent at said address shall be Mark J. Lynn.

## ARTICLE XIV

### AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

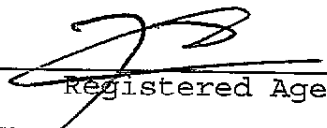
We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 29 day of May, 2002.

WITNESSED BY:-

Jean Deboed  
Betty Russell

[Signature]  
Subscriber

I accept the duties of  
registered agent.

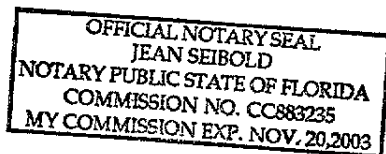
  
Registered Agent

STATE OF FLORIDA  
COUNTY OF Broward

The foregoing instrument was acknowledged before me this 30 day of  
May, 2002, by Mark J. Lynn (who is personally known  
to me or who has produced \_\_\_\_\_ as  
identification.

  
Notary Public

My Commission Expires:



FILED  
02 MAY 31 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA