

No20000007630

TRANSMITTAL LETTER

FILED

02 OCT -7 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100007470051--8
-09/03/02--01037--004
*****78.75 *****78.75

SUBJECT: La Casita de Promesas, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: La Casita de Promesas, Inc.
Name (Printed or typed)

1221 12th Street

Address

St. Cloud, Florida 34769-3713

City, State & Zip

(352) 394-4855

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

CB 10/7



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 5, 2002

LA CASITA DE PROMESAS, INC.
1221 12TH ST
ST CLOUD, FL 34769-3713

SUBJECT: LA CASITA DE PROMESAS, INC.
Ref. Number: W02000025761

We have received your document for LA CASITA DE PROMESAS, INC. 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 002A00051273

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ARTICLES OF INCORPORATION FOR
La Casita de Promesas, Inc., a Florida Non-Profit Agency

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a non-profit corporation under the Florida Statute 617.0202, do hereby certify:

ARTICLE I - Identification

Section 1.01. Name: The name of the Corporation is "La Casita de Promesas, Inc."

ARTICLE II - Purpose and Powers

Section 2.01. Purpose: The purpose for which the corporation is formed is the transaction of any or all lawful business for which non-profit corporations be incorporated under the laws of Florida. Specifically, this corporation is being formed to provide a milieu of comprehensive educational, health, prevention and human services to Central Florida's most disenfranchised populations, e.g., HIV/AIDS infected and/or affected people, ethnic and racial minorities, women, youth, seniors, families, substance abusers, homeless, and other needy populations.

Section 2.0.2 Powers: The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles.

Section 2.0.3 Purpose: The purpose for which the corporation is organized is

- A. Said organization is organized exclusively for charitable, educational, treatment and prevention purposes, including, for such purposes, that qualify for tax exempt organization under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.
- B. No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its officers, or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- C. Upon dissolution of the organization, assets shall be distributed for one or more exempt

purposes within the meaning of section 501(c)3) of the internal revenue code, or 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 disposed or by the Court of Common Pleas of the county in which the principal office of the organization 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.

The corporation will provide and administer educational, health and human services as outlined above.

ARTICLE 3 - Registered Office and Registered Agent / PRINCIPLE ADDRESS

Section 3.0.1 Registered Office and Registered Agent: The name of the registered agent and the street address of the registered office of La Casita de Promesas, Inc., are as follows:

Thomas J. Griffin
The Transition House, Inc.
1221 12th Street
St. Cloud, Florida 34769-3713

ARTICLE 4 - Directors

Section 4.0.1 Number and Qualifications: The number of directors of La Casita de Promesas, Inc., shall be no less than three (3), and from time to time, by the Code of the Bylaws, may be increased or decreased by amendment of the Bylaws.

ARTICLE 5 - Incorporator

Section 5.0.1 Name and Address: The name and address of the Incorporators of this corporation are as follows:

Ms. Gilda Roman-Nay-Torres
The Transition House, Inc.
1221 12th Street
St. Cloud, Florida 347690-3713

Mr. Thomas J. Griffin
The Transition House, Inc.
1221 12th Street
St. Cloud, Florida 347690-3713

Mr. Jose A. Torres, Jr.
15341 Lafite Lane
Clermont, Florida 34711

ARTICLE 6 - Code of Bylaws: Indemnification; Amendments of Articles

Section 6.0.1 Code of Bylaws: The Board of Directors of La Casita, shall have the power to make, alter, amend, or repeal the Bylaws of La Casita de Promesas, Inc., subject to the restriction that an unanimous/majority vote of the Board of Directors is necessary to take these actions.

Section 6.0.2 Idemnification: La Casita de Promesas, Inc., shall indemnify any director or officer of the corporation who was successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of La Casita de Promesas, Inc., against any reasonable expenses incurred by the director or officer in connection with the proceeding.

Section 6.0.3 Amendments of Articles: Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented in a quorum of members for their vote in the manner set forth in the Bylaws of this corporation.

ARTICLE 7 - Limitations on Activities

7.0.1 Limitations: No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to its trustees, officers or board directors, or other private persons, except that La Casita de Promesas, Inc., 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 2 hereof. La Casita de Promesas, Inc., shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition of any candidate for any public office. Notwithstanding any other provision of these articles, La Casita de Promesas, Inc., shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLES 8 – Dissolution

Section 8.0.1 Dissolution: In the event of dissolution, either voluntary or involuntary, assets shall be used to pay debts and liabilities of La Casita de Promesas, Inc. Any remaining 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. Any such assets not so disposed shall 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 organizaed and operated exclusively for such purposes.

ARTICLE 9 – Non-Stock

Section 9.0.1 Non-Stock Basis: La Casita de Promesas, Inc., shall be organized upon a non-stock basis.

ARTICLE 10 – Existence

Section 10.0.1 Existence: This corporation is to have perpetual existence.

We the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, EXECUTED this 29th day of August, 2002.

Sworn to and subscribed before me on this 29th day of August, 2002.

Catherine Clark
Notary Public

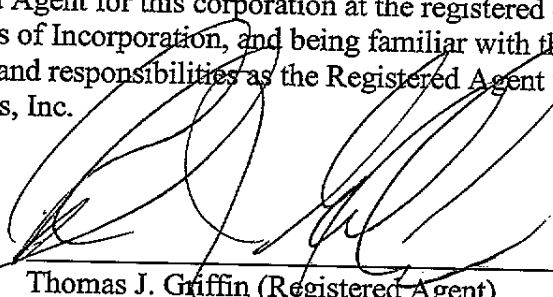


Catherine Clark
My Commission DD030827
Expires June 04, 2005

[Signature] 8/29/02
[Signature] 8/28/02
[Signature] 8/28/02

**Consent of Registered Agent
La Casita de Promesas, Inc.**

Having been named as Registered Agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, and being familiar with the duties, the undersigned accepts the duties and responsibilities as the Registered Agent for the Corporation, La Casita de Promesas, Inc.



Thomas J. Griffin (Registered Agent)
1221 12th Street,
St. Cloud, Florida 34769

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TALLAHASSEE, FLORIDA