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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : AYAN ENTERPRISES, INC. DBA THE INNER CIRCLE
Account Number : 120010000223
Phone : (305)262-1128
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FLORIDA NON-PROFIT CORPORATION

MISSION 21, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 9, 2002

AYAN ENTERPRISES, INC. DBA THE INNER CIRCLE

SUBJECT: MISSION 21, INC.
REF: W02000029144

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.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

FAX Aud. #: H02000209455
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ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S. (Not for Profit)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), natural person(s) competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation with all rights, duties and obligations of the undersigned incorporator(s), and those of the Corporation, to be determined in accordance with the laws of the State of Florida.

ARTICLE 1. NAME.

The name of the corporation shall be:

MISSION 21, INC.

ARTICLE 2. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation shall be:

1853 SW 23rd STREET. MIAMI, FL 33145.

ARTICLE 3. PURPOSE OF THE CORPORATION.

The Corporation shall be a not for profit, charitable, organization, created for the purpose of helping people in need without regard of religion, color, race, sex, physical limitations, sexual preferences or any other characteristic by which human beings are identified, categorize or characterize.

The general purpose for which the Corporation is created is to engage in any legal, non profit, charitable and/or educational activity which shall qualify the Corporation as an exempt organization under the Internal Revenue Code Section 501(c)(3); or the corresponding provisions of any future federal tax code.

More specifically, the Corporation is created;

- 3.1 To engage in the creation, staffing, financing and administration of ambulatory clinics and outpatient centers to provide medical examination and treatment, and first aid care. To create, staff and finance health care and health education centers;
- 3.2 To engage in the creation, staffing, financing and administration of literacy programs facilities where adults and children alike shall be taught how to read and write and shall be helped in their educational and cultural development where official facilities are lacking and to help official facilities engaged in literacy, educational and cultural development programs in carrying out such programs through help in staffing, financing and administration where required;
- 3.3 To provide Social and Financial Assistance to those in need of help in securing medical assistance, medical treatment or funds to pay for said assistance or treatment;
- 3.4 To engage in the creation, staffing, financing and administration of personal and general hygiene programs where children and adults alike shall be taught how to care for their personal and their family hygiene as well as sanitation development and contamination prevention;
- 3.5 To engage in the creation, staffing, financing and administration of family planning, parental education and children rearing and care programs;

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- 3.6 To engage in the solicitation of money to use and distribute, directly or in the form of services and/or products, to those programs and persons described herein as the recipients of the benefits created and distributed by this Corporation.

ARTICLE 4. MANNER OF ELECTION OR APPOINTMENT.

- 4.1 All initial officers and directors shall be appointed by, or elected, by an affirmative vote, in person or by proxies, of a majority of all the incorporator(s);
- 4.2 All subsequent officers and directors shall be elected by an affirmative vote, in person or by proxies, of a majority of ALL the directors of what constitute a full Board of Directors;
- 4.3 The incorporator(s) shall retain VETO powers by which they can prohibit any action and/or decision of the Board of Directors by an affirmative vote, in person or by proxies, of a majority of all the incorporator(s) and also, by an affirmative vote of the majority of all incorporator(s), shall be able to remove or elect any and all officers and directors even against a majority or unanimous vote of the then elected, or appointed, officers and directors.

ARTICLE 5. DIRECTORS/OFFICERS.

- 5.1 The initial Officers and Directors shall be appointed by the incorporator(s) after the corporation have been granted tax exemption status under the Internal Revenue Code Section 501(c)(3) as a non profit organization and is ready to commence legal activities;
- 5.2 The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number and title of the members of the Board of Directors may change from time to time as determined by an affirmative vote, in person or by proxies, of a majority of what constitute a full Board of Directors at the time of the action; but shall never be less than three (3) nor more than fifteen (15);
- 5.3 The term that Officers and Directors are elected, or appointed, to serve shall be determined and regulated by the Bylaws, as amended from time to time, but shall never be less than one (1) year nor more than seven (7);
- 5.4 Any Officer or Director may be demoted, removed or elected at any time by an affirmative vote, in person or by proxies, of a majority of ALL the directors of what constitute a full Board of Directors at the time of the action. In the event of a tie then the faction with which the President of the Board is voting shall prevail. If the President of Board is the officer being demoted, removed or elected then the faction with the larger number of incorporators shall prevail. If there are no incorporators on the Board at the time the action is being taken, then an additional vote of all the incorporators shall be taken, at the same or at a different place and time, and an affirmative vote, in person or by proxies, of a majority of ALL the incorporators shall be binding.

ARTICLE 6. INITIAL REGISTERED AGENT AND STREET ADDRESS.

The name and Florida street address of the initial registered agent is:

CARLOS BLANCO.

1705 SW 83rd COURT, MIAMI, FL 33155-1156

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ARTICLE 7. INCORPORATOR(S).

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

GUILLERMO LESASSIER

1853 SW 23rd Street, Miami, FL 33145

ARTICLE 8. SCOPE OF THE CORPORATION.

- 8.1 This Corporation is created as a non profit organization and anything in these Articles to the contrary notwithstanding, the purpose or purposes for which this Corporation is organized are limited to those that will qualify it as an exempt organization under the Internal Revenue Code Section 501(c)(3), including for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code;
- 8.2 This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. Furthermore, this Corporation shall not participate or intervene in (including the publishing or distributions of statements) any political campaign on behalf of, or against, any candidate for public office;
- 8.3 No part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual; or any member, officer or director of this Corporation. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- 8.4 The Corporation shall not do any of the following:
 - 8.4.1 Engage in self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
 - 8.4.2 Retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
 - 8.4.3 Make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code;
 - 8.4.4 Make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- 8.5 The Corporation shall be International in scope and nothing shall prevent the corporation from carrying the duties herein described in the US, its territories and possessions and in any other country of the World where local and US law permits the legal, nonprofit activities of a US nonprofit corporation.

ARTICLE 9. MEMBERSHIP AND VOTING RIGHTS.

- 9.1 If created and allowed in the Bylaws, the Corporation may have a membership distinct from the officers and directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collecting such dues and assessments shall be regulated by the Bylaws.

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ARTICLE 10 BYLAWS.

10.1 At any time after being duly elected, or appointed, the officers and directors of the Corporation shall have the power, to make, alter, amend or repeal the Bylaws of the Corporation by an affirmative vote, in person or by proxies, of a majority of ALL the directors of what constitute a full Board of Directors at the time of such action, but such an affirmative vote, in person or by proxies, of a majority of ALL the directors shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws of the Corporation;

10.2 If created, the Bylaws shall define, control and regulate the powers, duties, rights, actions, activities and behavior of the Officers, Directors, staff, employees, agents and associates of the Corporation.

ARTICLE 11. EFFECTIVE DATE AND TERM OF EXISTENCE

These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State, of the State of Florida, and the Corporation shall exist perpetually or until such time the Corporation is voluntarily dissolved by an affirmative vote of a majority of ALL the incorporators or in the absence of the incorporators, by an affirmative vote of what constitute a full Board of Directors at the time of the action, or involuntarily dissolved or terminated by law.

ARTICLE 12. FISCAL YEAR

The Board of Directors shall elect a legal Fiscal Year which could be any Fiscal Year, including a Natural Year (January 01 to December 31), as defined by the Internal Revenue Code, as amended from time to time, and shall have the authority to change such Fiscal Year as the Board deems advisable according to then applicable law.

ARTICLE 13. AMENDMENT

The Incorporators; or in the absence of one or more incorporator, the remaining incorporators; or in the absence of all incorporators, the Board of Directors; reserve the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation, or to any amendment hereto, in any manner now or hereafter prescribed by the provisions of any applicable statute of the State of Florida, or of the United States of America, and all rights conferred upon the incorporators and the Board of Directors in these Articles of Incorporation, or any amendment hereto, are granted subject to this reservation.

ARTICLE 14. INDEMNIFICATION.

The Corporation shall indemnify any officer, director, employee, agent, former officer, former director, former employee or former agent who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the officer, director, employee, agent, former officer, former director, former employee or former agent was a party because the person is, or was, an officer, director, employee, or agent of the Corporation against reasonable attorney's fees and expenses incurred by the officer, director, employee, agent, former officer, former director, former employee or former agent in connection with the proceeding.

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The Corporation may indemnify any individual made a party to a proceeding; because said individual is, or was, an officer, director, employee or agent of the Corporation; against liability if authorized, in the specific case after determination in the manner required by the Board of Directors, that the indemnification of the officer, director, employee, agent, former officer, former director, former employee or former agent is permissible in the circumstances because the officer, director, employee, agent, former officer, former director, former employee or former agent met the standard of conduct set forth by the Board of Directors.

The indemnification and advances of attorney's fees and expenses for an officer, director, employee, agent, former officer, former director, former employee or former agent shall apply when such persons are, or were, serving at the Corporation's request as an officer, director, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise, whether for profit or not, as well as in their official capacity with the corporation. The Corporation may also pay or reimburse the reasonable attorney's fees and expenses incurred by an officer, director, employee, agent, former officer, former director, former employee or former agent who is a party to a proceeding in advance of final disposition of the proceeding

The Corporation may also purchase and maintain insurance on behalf of any individual arising from the individual's status as an officer, director, employee, agent, former officer, former director, former employee or former agent of the Corporation whether or not the Corporation would have the power to indemnify said individual against the same liability under the law.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney's fees and expenses to any person who is or was an officer, director, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such person by contract or any other manner.

If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney's fees and expenses shall be held invalid as contrary to law or public policy, it shall be severable and the remaining provisions shall not be otherwise affected. All references in these Articles of Incorporation to "officer", "director", "employee", "agent", "former officer", "former director", "former employee" or "former agent" shall include the heirs, estates, executors, administrators, descendants and personal representatives of any such persons.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 3rd Day of OCTOBER, 2002.

Signatures

Registered Agent, Carlos Blanco

Incorporator

Incorporator

Incorporator, Guillermo Desassier

Incorporator

Incorporator

Prepared by:

*The Inner Circle*1705 SW 83rd Court

Miami, FL 33155

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