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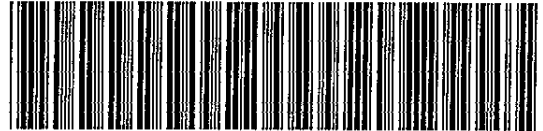
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STATE
TALLAHASSEE, FLORIDA

November 14, 2002

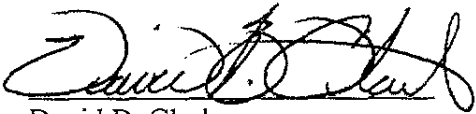
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: HEART-2-HEART OUTREACH MINISTRIES, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75 for the filing fee, registered agent designation and certified copy fee. Please return a certified copy of said Articles at your earliest convenience.

If you have any questions or need any additional information, please do not hesitate to contact the undersigned.

Sincerely,

A handwritten signature in black ink, appearing to read "David B. Clark", written over a horizontal line.

David B. Clark
4795 Orleans Court, #B
West Palm Beach, Florida 33415
Telephone: (561) 686-7885

ARTICLES OF INCORPORATION
HEART-2-HEART OUTREACH MINISTRIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation, in compliance with Chapter 617, F.S., (Not for Profit), hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: HEART-2-HEART OUTREACH MINISTRIES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 4795 Orleans Court, #B, West Palm Beach, Florida 33415, or at such other place as the Board of Directors shall from time to time determine.

ARTICLE III - PURPOSE

The general nature of the object of this not for profit corporation is to promote, promulgate, establish and disseminate the religious belief as entertained by the Constitution and By-laws of said organization.

The above purposes for which this corporation is organized is exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue law.

ARTICLE IV - MANNER OF ELECTION

The manner in which the directors/officers are selected or appointed shall be provided for in this corporation's By-laws.

ARTICLE V - INITIAL OFFICERS

The officers of this corporation shall be the President, Vice-President, Secretary, Treasurer and such other officers as may be provided for in the By-laws.

The name and addresses of the initial officers of this corporation shall be:

David Byron Clark
4795 Orleans Court, #B
West Palm Beach, Florida 33415

President

Michelle Anjanette Clark
4795 Orleans Court, #B
West Palm Beach, Florida 33415

Vice-President

Traci Glover
719 59th Street
West Palm Beach, FL 33407

Secretary

Francisca Registe
2901 Saginaw Avenue
West Palm Beach, FL 33409

Treasurer

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors which shall never have less than three members. The duties, powers, authority and method of selection of said Board shall be provided in the By-laws.

The names and addresses of the first members of the Board of Directors, who will serve until their successors are selected shall be:

David B. Clark
4795 Orleans Court, #B
West Palm Beach, FL 33415

Derevia Sherrod
407 Superior Place
West Palm Beach, FL 33409

Michelle A. Clark
4795 Orleans Court, #B
West Palm Beach, FL 33415

Traci Glover
719 59th Street
West Palm Beach, FL 33407

Phillip Registe
2901 Saginaw Avenue
West Palm Beach, FL 33409

Calvin McKenzie
1359 Summit Pine Blvd., #4219
West Palm Beach, FL 33415

Francisca Registe
2901 Saginaw Avenue
West Palm Beach, FL 33409

Carla Clark
566 Udell Lane
Delray Beach, FL 33445

Charles LaVon Kinsey
3450 "T" Avenue
Riviera Beach, FL 33404

Elwanda Leonard Bunch
1011 Cheryl Road
Haverhill, FL 33417

Jeremy Santiago
566 Udell Lane
Delray Beach, FL 33445

Wil J. Smith
7618 Sonesta Shores Drive
Lake Worth, FL 33463

ARTICLE VII - INITIAL REGISTERED AGENT

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

Lillie Quince Head
566 Udell Lane
Delray Beach, FL 33445

ARTICLE VIII - EXISTENCE

The corporation shall exist perpetually.

ARTICLE IX - AMENDMENTS AND BY-LAWS

The Articles of Incorporation and the By-Laws of this corporation may be made, altered, amended or rescinded by a majority vote of the Board of Directors, at any regular or special business meeting, provided that a notice stating the proposed change and the time and place of the meeting, where the same will be considered, has been mailed to all members of the Board of Directors at least two (2) weeks prior to such meeting.

ARTICLE X - NON-PROFIT

This corporation shall not carry on propaganda, or otherwise attempt to influence legislation or participate in political campaigns as a substantial part of its activities. No part of the income of the corporation shall be paid or inure to the benefit of any person, but the corporation shall be authorized to pay reasonable compensation for services rendered and may confer benefits upon its members in conformity with its purposes.

Notwithstanding any other provision of these Articles, this 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 Internal Revenue Code of 1986 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.

ARTICLE XI - DISTRIBUTION OF ASSETS


The corporation is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends and no part of its net earnings shall inure to the benefit of any members, trustees, officers or individuals. 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 of 1986 or the corresponding provision of any future federal tax code, or shall be distributed to the federal, state, or local government for a public purpose.

ARTICLE XII - INCORPORATOR

The name and address of the Incorporator is:

David Byron Clark
4795 Orleans Court, #B
West Palm Beach, Florida 33415

IN WITNESS WHEREOF, we the undersigned incorporates, have hereunto set our hands and seals this 14th day of November, 2002, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

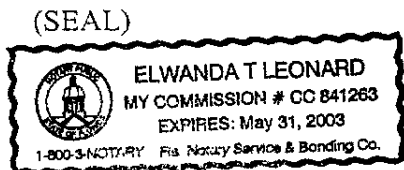


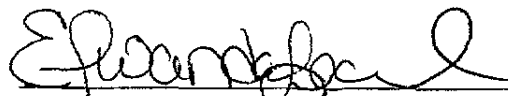
David B. Clark, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, a notary public duly authorized to take acknowledgments in the State and County named above to take acknowledgments, personally appeared DAVID B. CLARK to be ☒ personally known or () who has produced the identification _____ to be the person described as subscriber in and executed the foregoing Articles of Incorporation, and acknowledged before me that she executed and subscribed to these Articles of Incorporation, freely and voluntarily and for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 14th day of November, 2002.





NOTARY PUBLIC - State of Florida
Elwanda T. Leonard
[Type or printed name of notary]

My Commission Expires:

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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

HEART-2-HEART OUTREACH MINISTRIES, INC.

2. The name and address of the registered agent and office is:

Lillie Quince Head
566 Udell Lane
Delray Beach, FL 33445

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Lillie Quince Head
Lillie Quince Head, Registered Agent

11/14/02
Date