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Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

SHM FOUNDATION, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 9, 2003

FAS-T CORP. AGENTS INC.

SUBJECT: SEM FOUNDATION, INC.
REF: W03000016344

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.

You failed to make the correction(s) requested in our previous letter.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch
Document Specialist
New Filings Section

FAX Aud. #: E03000204642
Letter Number: 503A00035829

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

SHM Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

20901 N. E. 24th Avenue
Aventura, FL 33180

ARTICLE III PURPOSE AND POWERS

3.1 Purpose. This Corporation is formed exclusively for the purpose of receiving and administering funds and to use and apply the whole or any part of the income or principal of those funds exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended. This purpose is subject to the restrictions and limitations stated in Paragraph 3.2.

3.2 Limitations.

- A. Earnings. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- B. Propaganda. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. Income Distribution. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.
- D. Self-Dealing. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954 or corresponding provision of any subsequent federal tax laws.
- E. Business Holdings. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4943 (c) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.
- F. Investments. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

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- G. Expenditures. The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.
- H. Exempt Activities. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.
- I. Dissolution Distributions. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended.

3.3 Powers. This Corporation shall have the powers as granted by the Act. These powers may not be exercised or exercisable in violation of the purposes stated in Paragraph 3.1 as limited by the provisions of Paragraph 3.2.

ARTICLE IV INITIAL DIRECTORS/OFFICERS

4.1 Initial. The names and addresses of the individuals who are to serve as initial directors of this Corporation are:

A. Tatiana Santiago
20901 N. E. 24th Avenue
Aventura, FL 33180

C. ERIC MANIN
805 NW 13th Street
Gainesville, FL 32601.

B. Neil Herzog
2105 Lavers Circle, Suite 402
Delray Beach, FL 33444

4.2 Bylaws. The initial Board of Directors shall adopt the Bylaws of this Corporation. The Bylaws shall not be inconsistent with the purposes stated in Paragraph 3.1 as limited by the provisions of Paragraph 3.2.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

Tatiana Santiago
20901 N. E. 24th Avenue
Aventura, FL 33180

ARTICLE VI INCORPORATORS AND STREET ADDRESS

6.1 Incorporator

Tatiana Santiago
20901 N. E. 24th Avenue
Aventura, FL 33180

6.2 Incorporator

Neil Herzog
2105 Lavers Circle, Suite 402
Delray Beach, FL 33444

6.3 Incorporator

Eric Manin
805 N. W. 13th Street
Gainesville, FL 32601

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


TATIANA SANTIAGO REGISTERED AGENT

05/30/03
May 30, 2003


TATIANA SANTIAGO INCORPORATOR

05/30/03
May 30, 2003


NEIL HERZOG INCORPORATOR

05/30/03
May 30, 2003


ERIC MANIN INCORPORATOR

05/30/03
May 30, 2003