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03 AUG 15 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W03-21675  
TS  
8/18/03

## TRANSMITTAL LETTER

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

Subject: Heart Wisdom Creative Group, Inc.

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

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate	<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
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FROM: FLAMINGO ACCOUNTING  
10801 S.W. 51<sup>ST</sup> COURT  
FORT LAUDERDALE, FL 33328  
954-434-2493

**NOTE:** please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

July 31, 2003

FLAMINGO ACCOUNTING  
10801 SW 51 CT  
FT LAUDERDALE, FL 33328

SUBJECT: HEART WISDOM CREATIVE GROUP, INC.  
Ref. Number: W03000021675

We have received your document for HEART WISDOM CREATIVE GROUP, 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 effective date is not acceptable since it is not within five working days of the date of receipt.

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) 245-6927.

Tracy Smith  
Document Specialist  
New Filings Section

Letter Number: 703A00044271

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03 AUG 15 PM 2 15  
ST. OF FLORIDA  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HEART WISDOM CREATIVE GROUP, INC.

03 AUG 15 PM 1:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a Nonprofit Corporation under the provisions of the Laws of the State of Florida, hereby make, subscribe and acknowledge before a Notary Public, and file with the Secretary of State of the State of Florida, the following Articles of Incorporation for such Nonprofit Corporation:

ARTICLE I

Name of Corporation

The name of the corporation shall be, Heart Wisdom Creative Group, Inc.

ARTICLE II

Principal Place of Business

The initial street address of the principal office of this corporation is 10801 SW 51<sup>st</sup> Court, Fort Lauderdale, FL 33328. The Board of Directors may from time to time, move the principal offices to any other address in Florida.

ARTICLE III

Purpose of Business

The primary purpose of this organization is exclusively spiritual, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or such other provisions of state or federal law as may from time to time be applicable. Our specific purpose will be to facilitate public benefit, committed to the expansion of human consciousness, planetary peace, and the preservation of all life. To support, publish, research and promote the alternative healing arts, sciences, concepts and teachings of the Spirit. To establish, assist in the establishment and maintaining of sanctuaries, gathering sites and communities of like-minded people. Who will gather together, united in will, for the purpose of individualizing by the urging of our own Soul; to move forward into Group Mind; to create a safe place of community for Higher Self to be manifested here in this world. We are committed to achieving personal, interpersonal, and international peace.

~~To acquire and administer funds and property which, after the payment of necessary expenses, shall be devoted exclusively to spiritual, charitable, scientific, literary and educational purposes, including the issuance of grants, bequests and interest bearing loans.~~

To buy, sell, lease, mortgage or otherwise encumber, hold or dispose of both the real or personal property of the corporation. To accept absolutely or in trust for any purpose herein set out, any gift, grant or devise of any real or personal property and carry on all other such activities not limited by section 501(c)(3) of the Internal Revenue code of the United States of America.

To establish, assist in the establishment, maintain and promote organizations providing goods and services as required by our members and, in particular, to establish financial services and cooperative buying services which shall be managed by officers of the corporation.

ARTICLE IV

Term of Existence

This Corporation shall exist on a perpetual basis commencing on the date of execution and acknowledgment of these Articles of Incorporation.

## ARTICLE V

### Registered Office/ Registered Agent

The initial designation of the registered office of this Nonprofit Corporation shall be 10801 SW 51<sup>st</sup> Court, Fort Lauderdale, Florida 33328, and the registered agent shall be Joanne Fried. Pursuant to Florida Statutes Section 607.0501, having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, 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.

By: Joanne Fried  
Registered Agent

## ARTICLE VI

### Subscribers/Incorporators

The name and street address of the subscribers/Incorporators also know as the "Founders" to these Articles of Incorporation are:

Joanne Fried  
10801 SW 51<sup>st</sup> Court  
Fort Lauderdale, FL 33328

Kathy Owens  
1051 SW 98<sup>th</sup> Terrace  
Pembroke Pines, FL 33025

## ARTICLE VII

### Directors

The business and charitable affairs of the corporation will be managed under the direction of a board of directors. The constitution and bylaws of the corporation shall ~~set the manner~~, in which the directors are elected or appointed by the founders.

This corporation shall have (3) three directors initially. The number of directors may be either increased or diminished from time to time by the by-laws adopted by the directors, but shall never be less than (1) one.

The board of directors must meet at least quarterly and may hold its meetings at such times and places as a majority of the directors in office determine. The board may delegate this determination to the chair. At all meetings of the board of directors, a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. Except where otherwise required by law, the articles, or the bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

## ARTICLE VIII

### Officers

The corporation shall name officers who will, in general, perform the roles of chair person, or president, vice president, secretary, treasurer, and such other officers as the board of directors may determine. The officers shall be elected by affirmative vote of a majority of the board present at a duly held meeting. They shall serve specific duties and terms fixed by the board of directors. Method and conditions by which corporate officers shall be discharged and removed shall be set forth in the bylaws of the corporation.

## ARTICLE IX

### Membership

The method and conditions by which members shall be accepted, transferred, discharged and removed shall be set forth in the constitution and bylaws of the corporation. Members are not entitled to vote.

## ARTICLE X

### Initial Directors

The names and street addresses of the first Board of Directors who, being subject to the provisions of the Articles of Incorporation, the by-laws and the Corporation laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are selected and have been qualified, are as follows:

Joanne Fried	10801 SW 51 <sup>st</sup> Court	Fort Lauderdale, FL
Steven Fried	10801 SW 51 <sup>st</sup> Court	Fort Lauderdale, FL
Kathy Owens	1051 SW 98 <sup>th</sup> Terrace	Pembroke Pines, FL

## ARTICLE XI

### Capital Stock

The Corporation shall be non-stock and no dividends or pecuniary profits shall be declared or paid to members thereof.

## ARTICLE XII

### Non-profit Provisions

No part of the earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers or any other private person, except that the corporation shall be authorized and empowered to pay a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried out by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code.

## ARTICLE XIII

### Indemnify

To the full extent permitted by the State of Florida Nonprofit Corporation act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, wherever and by whomsoever brought, including any such proceeding by or in the right of the corporation, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a member, director, or officer of the corporation, who has acted in good faith, or in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding if he or she had no reasonable cause to believe such conduct was unlawful, upon an affirmative vote of a majority of the directors present at a duly called meeting of the board of directors, shall be indemnified by the corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action. The indemnification shall inure to the benefit of the heirs, executors, and administrators of such person.

Amendment

WE, the undersigned, being each and all of the original subscribers/incorporator hereinabove named for the purpose of forming a Nonprofit Corporation to do business both without and within the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and correct, and accordingly have hereunto set our hands and seals this 3th day of August, 2003.

Kathy Owens  
Kathy Owens, Founder

BEFORE ME, the undersigned authority, personally appeared Joanne Fried and Kathy Owens, who after being by me first duly cautioned and sworn, upon their respective oath depose and says that they are a party to the foregoing Articles of Incorporation and acknowledged the said execution to be their free and voluntary act and deed, and that the facts therein stated are truly set out, and are personally known to me or produced a Florida Drivers License as identification.

Notary Public: [Signature]  
My commission Expires: \_\_\_\_\_ Seal: \_\_\_\_\_



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